



# **Whistleblower Policy**

**McGrath Limited ACN 608 153 779  
Adopted by the Board on 19 August 2022**

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## 1. Our commitment and policy statement

- 1.1 McGrath Limited ACN 608 153 779 (**McGrath** or the **Company**) together with its subsidiaries and related bodies corporate (**Group**) requires Disclosing Persons (see clause 3 below) to observe high standards of business and personal ethics to work honestly and with integrity in performing their duties and responsibilities and in complying with relevant legal, legislative and regulatory requirements
- 1.2 McGrath is committed to establishing an environment that, as far as is possible, encourages and enables the reporting of actual, or where there are objectively reasonable grounds to suspect, any misconduct or improper state of affairs such as wrongdoings, violations, breaches, incidents or acts (including breach of tax law or taxation avoidance) that are illegal, unethical or inappropriate or conduct that represents a danger to the public or financial system or contravenes the legislative or regulative requirements without fear of retribution.
- 1.3 McGrath will not tolerate any acts of retribution or detrimental conduct against any person who makes a legitimate and genuine Whistleblower disclosure
- 1.4 This commitment applies to the Group's interactions with employees, contractors, customers, suppliers, the community, other stakeholders and the broader environment within which the Group operates.

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## 2. Purpose

- 2.1 The purpose of this Whistleblower Policy (**this Policy**) is:
- (a) to encourage the reporting of wrongdoing that may cause loss to the Group or damage to the Group's reputation, or may cause harm to others;
  - (b) to establish effective reporting and investigation mechanisms within the Group;
  - (c) to enable the Group to effectively deal with reports from Disclosing Persons in a way that will protect the identity of the Disclosing Persons and provide for the security of the information provided; and
  - (d) to protect Disclosing Persons against any reprisals.

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## 3. Scope and disclosures

- 3.1 This Whistleblower Policy is applicable to the Group. The protections and processes within this policy apply to Disclosing Persons.
- 3.2 **Disclosing Persons** are any current or former:
- (a) directors, officers, employees, contractors or suppliers of the Group; and
  - (b) a spouse, dependent, relative, or dependent of a spouse of any of those persons set out in section 2(a).
- 3.3 This Policy is designed to complement the Group's Code of Conduct and other corporate governance policies. There are also protections within this Policy for any employees who are the subject of a disclosure under this Policy.

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## 4. What types of matters should be reported under this policy?

- 4.1 The Group encourages Disclosing Persons to make a report under this Policy if they suspect on reasonable grounds that there has been any misconduct, or improper state of affairs or

circumstances, which has occurred or arisen in relation to the Group or any of its officers or employees (**Reportable Conduct**).

4.2 Reportable Conduct may include (but is not limited to) any conduct which:

- is dishonest or fraudulent, e.g., falsifying financial records or recording transactions without substance or merit;
- is a breach of any laws or is otherwise unlawful, e.g., engaging in bribery to any third party such as a supplier or government official; engaging in deceptive conduct in order to gain an improper advantage for oneself or any other person; engaging in theft, drug trafficking or use, violence or threatened violence, or damage to property;
- is an abuse by an individual of their authority or position within the Group, e.g., dealing inappropriately with junior staff or misusing confidential or proprietary information of the Group;
- is unethical or otherwise breaches any of the Group's policies which relate to discrimination, harassment, bullying, workplace violence, vilification or victimisation;
- may be harmful or damaging to the Group, any of the Group's employees or contractors, or a third party, such as through unsafe or inappropriate work practices, environmental damage, public health and safety risk, or grossly misusing the Group's property or resources; or
- may cause financial loss to the Group or compromise the Group's reputation or may otherwise be detrimental to the Group's interests.

4.3 It is not appropriate for Disclosing Persons to make reports under this Policy in respect of matters which relate only to a "personal work-related grievance".

4.4 A **personal work-related grievance** is a grievance about a matter which relates to the Disclosing Persons' employment or former employment with the Group which only has implications for that individual personally. For example, this could include an interpersonal conflict between the Disclosing Person and another individual within the organisation, or a decision relating to the engagement, transfer, promotion or termination of the engagement of the Disclosing Person.

4.5 A personal work-related grievance does not include where a Disclosing Person is subjected to detriment or threats of detriment as a result of making a report under this Policy. Such incidents can and should be reported in accordance with this Policy.

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## 5. Policy Parameters

5.1 Personal related work grievances will, apart from where it relates to a systemic issue or if it involves detrimental conduct to the Whistleblower, are excluded from this policy. Personal grievances should be directed to the line manager and will be addressed in accordance with McGrath's Grievance policy

5.2 Disclosures may be made verbally or in writing and may be made anonymously

5.3 McGrath will appoint a Whistleblower Protection Officer and a Whistleblower Investigation Officer and ensure they receive training appropriate for their roles. The roles will act independently of each other, and the responsibility of these roles do not reside in one person.

5.4 The Key Roles and Responsibilities of the Whistleblower Protection Officer and the Whistleblower Investigation Officer are set out at **Annexure A** to this Policy.

5.5 The Whistleblower Investigation Officer will be provided with resources to coordinate any required investigation.

- 5.6 A Whistleblower may have access to cost protection once they have pointed to evidence suggesting a reasonable possibility that a defendant has engaged in conduct that caused (or threatened to cause) detriment.
- 5.7 Courts may make orders in favour of a person who has suffered loss, damage, or injury as a result of detrimental conduct, including against a body corporate that breaches an existing duty to prevent third parties from causing detriment to the Whistleblower.
- 5.8 The application of this policy will be incorporated into all induction/ on boarding programs for Board Directors, employees and volunteers and McGrath will periodically conduct education sessions on the operation of this policy
- 5.9 The Corporations Act provides:
- for substantial financial penalties and potentially jail sentences for individuals and corporations for disclosing a Whistleblower's identity; and
  - an avenue for public interest and emergency disclosures of misconduct to Parliament and/or journalists in some circumstances, including where a company has not acted on a qualifying disclosure within 90 days.

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## **6. How to make a report**

- 6.1 McGrath's designated Whistleblower Protection Officer is the Company Secretary, who may be contacted by email at: [companysecretary@mcgrath.com.au](mailto:companysecretary@mcgrath.com.au)
- 6.2 A Whistleblower should promptly report the suspected or actual event to the Whistleblower Protection Officer or may disclose to an external body - refer clause 6.6 below.
- 6.2 Where a Whistleblower is reluctant and is not comfortable in making the report to the Whistleblower Protection Officer they may report the event to the external auditors responsible for auditing McGrath's financial affairs, a Board Director or one of the regulators listed in clause 6.6 below.
- 6.3 A Whistleblower may make the disclosure verbally or in writing and the disclosure may be made anonymously if they so choose.
- 6.4 A Whistleblower is to keep confidential the fact they have made a disclosure to avoid jeopardising any investigation.
- 6.5 The Whistleblower Protection Officer is to advise the Whistleblower where the Whistleblower has a legal obligation to also make the disclosure to a statutory body, government department or to the police.
- 6.6 Alternate disclosure options available to the Whistleblower:
- The Whistleblower may choose not to use McGrath's internal process but to make a disclosure to ASIC, APRA, the Ombudsman or other prescribed Commonwealth authority;
  - A Whistleblower may make an emergency disclosure to a parliamentarian or journalist where they have reasonable grounds to believe the information disclosed concerns a substantial and imminent danger to the health and safety of one or more persons;
  - A Whistleblower may make an emergency disclosure to a parliamentarian or journalist where:
    - they haven't made a previous protected disclosure;
    - it is at least 90 days since the protected disclosure was made;
    - they do not have reasonable grounds to believe that appropriate action is being taken to address the matter;
    - they have reasonable grounds to believe that such a disclosure would be in the public interest;
    - they have given written notice to the authority of their intention;

- the extent of disclosure is no greater than necessary to inform the nature of the initial disclosure
- If the outcome of an investigation conducted by an internal process into a report, is not to the Whistleblower's satisfaction, then he/she has the right to report the event to the appropriate legal or government agency

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## 7. How will reports be investigated?

All reports will be investigated by the Whistleblower Investigation Officer thoroughly and as soon as practicable upon receiving a report. In some circumstances, the Whistleblower Investigation Officer may appoint either an appropriate internal resource or external provider to assist with the investigation.

McGrath's designated Whistleblower Investigation Officer is the Chair of the Audit & Risk Committee, who may be contacted by email at [arcchair@mcgrath.com.au](mailto:arcchair@mcgrath.com.au).

Investigations will be conducted in a fair and impartial manner and may involve gathering further evidence by interviewing witnesses and/or the individuals under investigation. In all cases, the Whistleblower Investigation Officer will take reasonable steps to maintain, and procure the maintenance by other persons of, the confidentiality of the investigation and the individuals concerned in accordance with this Policy. Employees that are the subject of a disclosure will be provided with a fair opportunity to address any allegations concerning their conduct. Disclosing Persons will be updated on the progress of the report where possible.

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## 8. Protections available to whistleblowers

The Group is committed to ensuring that all Disclosing Persons who make a report under this Policy are treated fairly and are not subjected to any detrimental treatment as a result of making a report. Disclosing Persons will receive the protections available under Corporations Act provided that they make a disclosure of Reportable Conduct to an Eligible Recipient. Protections are as summarised below.

(a) **Protection of identity**

Disclosing Persons are not required to provide their name or any other identifying information when making a report under this Policy. If Disclosing Persons provide such details in connection with a report, they are entitled to have their identity (including any information that is likely to lead to their identification) kept confidential, except in strict circumstances provided for under the relevant laws.

In addition to Disclosing Persons rights under the Corporations Act, where it is not possible to maintain complete anonymity in connection with an investigation, the Group may at its discretion allow Disclosing Persons to take a temporary leave of absence or may provide other forms of support.

(b) **Protection against detriment**

Disclosing Persons are entitled to protection from any actual or threatened detriment to Disclosing Persons or to a third person (e.g., a friend, colleague, or family member) for making a relevant report.

**Detriment** includes dismissal of employment, injury in employment, disadvantageous alteration to position or duties, discrimination, harassment or intimidation, harm or injury

(including psychological harm), or damage of any kind (including damage to property, reputation, or business or financial position).

If Disclosing Persons believe that they have been subjected to, or threatened with being subjected to, detriment in connection with a report made under this Policy, Disclosing Persons should immediately report the alleged detrimental conduct to the Whistleblowing Protection Officer.

(c) **Other immunities**

Disclosing Persons are entitled to certain statutory immunities, including:

- immunity from any civil, criminal or administrative legal action (including disciplinary action) for making the disclosure;
- no contractual or other remedy may be enforced, and no contractual or other right may be exercised, against Disclosing Persons on the basis of the disclosure; and
- in some circumstances, the information disclosed will not be admissible in evidence against Disclosing Persons in criminal proceedings or in proceedings for the imposition of a penalty.

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## **9. Malicious reporting and breach of confidentiality**

The Group will treat any malicious report as a serious matter and will render the person concerned subject to disciplinary proceedings in accordance with the Group's relevant policies.

Given the importance of confidentiality to the effective management of this Policy, a breach of the confidentiality obligations under this Policy will also be subject to disciplinary action.

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## **10. Breach of Policy**

Breach of this Policy will be considered misconduct and may lead to disciplinary action including possible termination of employment, or engagement. An individual who breaches this Policy may also be subject to civil or criminal action.

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## **11. Implementation**

This Policy and the contact details of the Whistleblower Protection Officer will continually be prominently displayed and circulated throughout the Group and publicised to customers, suppliers and other stakeholders.

The commitment of the Group to complying with all applicable laws, strong corporate governance and impeccable standards of conduct and the aims and content of this Policy and the Group's Code of Conduct will be communicated to employees and contractors during inductions and other relevant training programmes, together with practical advice on identifying and preventing any improper conduct which may be reportable under this Policy.

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## **12. Internal reporting and compliance**

Subject to confidentiality and privacy considerations, the Whistleblower Protection Officer will prepare quarterly reports for the Nomination, Remuneration and Human Resources Committee under a standard agenda item which has governance oversight. This Policy will be periodically reviewed and varied if necessary.

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**13. Review of this Policy**

The Board will review this Policy from time to time and at least annually. This Policy may be amended by resolution of the Board.

## **Annexure A - Key Roles and Responsibilities List**

**Whistleblower Protection Officer** - *the designated individual with responsibility for:*

- *accepting reports*
- *protecting Disclosing Persons from detriment*
- *ensuring fair treatment for any employees mentioned in a disclosure*
- *acts as a point of escalation for Disclosing Persons if the disclosure has not been dealt with fairly or in accordance with this Policy.*

**Whistleblower Investigation Officer** - *the designated individual with responsibility for:*

- *conducting preliminary investigations into reports received from Disclosing Persons.*
- *interviewing witnesses*
- *making recommendations and reporting on findings*