
**WHISTLEBLOWER
POLICY**

PART A – POLICY

1 Policy and Objectives

1.1. Overview

Seven West Media (SWM) is committed to compliance with ethical business practice and this Whistleblower Policy ('Policy') has been designed to encourage and provide protection for reporting of reasonably held concerns of suspected or actual misconduct or an improper state of affairs or circumstances in relation to SWM or a related body corporate.

1.2. Policy Objectives

The objectives of the Policy are to:

- (a) communicate the principles and procedures for reporting and escalating matters involving reasonably held concerns of suspected or actual misconduct or an improper state of affairs or circumstances in relation to SWM or a related body corporate; and
- (b) promote and support a culture of responsible and ethical behaviour, good corporate governance and compliance with SWM's legal and regulatory obligations.

1.3. Compliance

A Whistleblower may report Disclosable Information by complying with this Policy.

This Policy sets out the process for reporting concerns and provides information about support, protections and remedies that persons may be eligible to access when making a report of Disclosable Information.

A person reporting under this policy may also make a disclosure under the Acts. This policy summarises the qualifying criteria for a disclosure under the Acts but SWM recommends persons seek independent legal advice before making a disclosure under the Acts.

2 Policy Principles

2.1. General

SWM has various guidelines, policies and procedures that deal with the expected behaviour of personnel, including the SWM Values, Employee Conduct Guidelines and the Fraud, Anti-Bribery & Corruption Policy, however, this Policy overrides any other SWM policies to the extent of any inconsistencies.

All parties are encouraged to raise matters in accordance with section 4.1 of this policy and report via the channels communicated in section 5.1.

SWM is committed to ensuring confidentiality in respect of all matters raised under this policy, and that those who make a report with belief on reasonable grounds are treated fairly and do not suffer any detriment as a result of making their complaint.

3 Definitions

Acts means the *Corporations Act 2001* (Cth) and the *Taxation Administration Act 1953* (Cth).

ASIC means the Australian Securities and Investments Commission.

Disclosable conduct is conduct that a Whistleblower has reasonable grounds to suspect indicates that SWM or a related body corporate of SWM or its employees, directors, officers, suppliers, customers or contractors have engaged in conduct or alleged conduct which:

- Represents a danger to the public or the financial system;
- Constitutes an offence against any Commonwealth Act that is punishable by imprisonment for a period of 12 months or more;

- Constitutes an offence or contravention of Relevant Acts; or
- Is otherwise prescribed by regulations under Relevant Acts to be a disclosable matter.

Personal work-related grievance means a grievance about any matter relating to the discloser's employment or former employment which has or tends to have implications for the discloser personally, including (without limitation):

- interpersonal conflict between a discloser and another employee;
- decisions relating to the engagement, transfer or promotion of the discloser;
- decisions relating to the terms and conditions of engagement of the discloser; or
- decisions relating to the disciplinary treatment, suspension or termination of engagement of the discloser.

Relevant Acts means the *Corporations Act 2001*, the *Australian Securities and Investments Commission 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*, *Competition and Consumer Act 2010*, the *Taxation Administration Act 1953*, other tax laws administered by the Federal Commissioner of Taxation, any other Commonwealth law that is punishable by imprisonment for a period of 12 months or more.

Whistleblower is defined in the Acts and may be any current or former officer or employee, contractor, supplier or an associate of the Company or a relative or dependent of any of those persons.

4 Scope

4.1. General

The Policy applies to:

- (a) All SWM personnel (employees, contractors, agency staff, consultants, run of show, freelancers and contributors); and
- (b) All external eligible whistleblowers/ reporting parties of SWM (former directors, employees, relatives and dependants of directors and employees, and employees of suppliers as well as their relatives and dependants).

The Policy covers all activities of SWM and its related entities.

5 Policy Statements

5.1. Types of Disclosure

In order to make a disclosure under this Policy, a Whistleblower must have reasonable grounds to suspect that there is or has been Reportable Information, meaning there must be some supporting information for the suspicion, and not a mere allegation.

The types of conduct or information that may be reported under the Policy (**Reportable Information**) include:

- Any misconduct or an improper state of affairs or circumstances in relation to SWM or a related body corporate of SWM (examples include without limitation fraudulent activity, dishonest or corrupt behaviour, mismanagement of company resources, conduct endangering health through safety, concealment of wrongdoing);
- Disclosable Conduct;
- Information which may assist SWM in performing functions or duties relating to its tax affairs.

The Reportable Information can relate to conduct of third parties, such as customers, suppliers or service providers.

This policy does not cover Personal work-related grievances, as detailed in the Act and Part 3 of this Policy, unless the concern:

- Has significant implications for SWM and indicates Disclosable Conduct;
- Relates to actual or threatened detrimental treatment of the Whistleblower;
- Is a mixed report that includes Reportable Information and a Personal work-related grievance; or
- Relates to information suggesting misconduct beyond the Whistleblower's circumstances.

5.2. Protection of Whistleblowers

The identity of a Whistleblower who has disclosed Reportable Information must not be disclosed, unless:

- The Whistleblower consents in writing to the disclosure;
- The disclosure is made to ASIC, APRA, a member of the Australian Federal Police, the Commissioner of Taxation or any other prescribed body in accordance with the Relevant Acts;
- The disclosure is made to a legal practitioner for the purposes of SWM obtaining legal advice or representation in accordance with the Acts;
- A court of tribunal finds it necessary in the interests of justice; or
- Where the disclosure is otherwise required or permitted by law.

Subject to the above exceptions, upon receiving a report under this Policy, SWM will use reasonable efforts not to disclose any particulars that would suggest or reveal your identity as a Whistleblower, unless the disclosure of that information is reasonably necessary for the purposes of investigation the Reportable Information or Disclosable Conduct and SWM takes all reasonable steps to reduce the risk that the Whistleblower will be identified as a consequence of the disclosure.

Steps SWM will endeavour to take to protect the confidentiality of a Whistleblower's identity include:

- All files and records created from an investigation will be retained securely on SWM's systems, only accessible by authorised individuals and password protected where necessary;
- Meetings will be conducted in a confidential and safe setting;
- Personal information in the report and related documentation will be redacted;
- The Whistleblower will be referred to in a gender-neutral way;
- Identifying aspects of the disclosure that may inadvertently identify the Whistleblower;
- Reminding persons involved of confidentiality requirements; and
- Release of information to someone not involved in the investigation without your consent as a Whistleblower will be a breach of this Policy.

Whistleblowers are assured that a release of information in breach of this Policy will be regarded as a serious matter.

A Whistleblower who has disclosed Reportable Information or Disclosable Conduct (under this Policy or the Acts) must take steps to protect the confidentiality of their identity to, and after, making the disclosure.

The Whistleblower is afforded immunities and protections under the law.

A Whistleblower who makes a disclosure which is then managed under this Policy will not be subject to detrimental treatment as a result of making a disclosure or cooperating with an investigation.

Detrimental treatment is not administrative action taken by SWM that is reasonable to protect a Whistleblower from detriment or reasonable management action regarding unsatisfactory work performance or conduct.

Disciplinary action will apply to anyone breaching this policy by engaging in detrimental treatment of someone who has come forward as a Whistleblower (or who could come forward as a whistleblower).

The Whistleblower may also be entitled to certain immunities, including:

- Not being subject to any civil, criminal or administrative liability;
- Not having any contractual or other remedy or right enforce against the Whistleblower on the basis of the disclosure;
- The report of Reportable Information not being admissible in evidence against the Whistleblower in criminal proceedings or proceedings for the imposition of a penalty (except in respect of disclosures of false information).

A Whistleblower may also have rights to compensation for loss, damage or injury and other remedies under the Acts if the Whistleblower's identity has been disclosed or where the Whistleblower has been subject to detrimental treatment.

5.3. Support for Whistleblowers

SWM provides support to Whistleblowers, including by:

- Where possible keeping the Whistleblower informed of the progress and outcomes of the inquiry or investigation (subject to any privacy and confidentiality obligations and as required by law) including any proposed remedial actions;
- Keeping the Whistleblower's identity confidential, if requested to do so;
- Endeavouring to resolve any concerns that the Whistleblower has regarding actual or threatened detrimental treatment because the Whistleblower has made, or is considering making, a report under this policy;
- Providing training to its employees, managers and officers about this policy; and
- Providing access to confidential support and counselling service, the Employee Assistance Program (EAP) on eap@prima-group.com.au

PART B – PROCEDURES

6 What to include in a Report

Reports should provide SWM with as much detail as possible to assist with its inquiries into the matter, including:

- The Whistleblower's name and contact details (or, if the report is anonymous, an anonymised email address or other anonymised contact point);
- A statement describing the Reportable Information;
- Name of the person(s) involved;
- Dates, times and locations;
- Details of any relevant transactions;
- Copies of any relevant documents;
- Names of possible witnesses; and
- Any steps already taken to report or address the matter.

7 Anonymous Reports

Whistleblowers can choose to remain anonymous while making a disclosure, during the course of the investigation and/or after the investigation is finalised. Whistleblowers may also consent to partial or full disclosure of their identity.

If a Whistleblower elects to report anonymously, it is helpful if the Whistleblower provides an anonymised email address to enable ongoing two-way communications. Whistleblowers could also consider adopting a pseudonym for the purposes of the report. Otherwise, whistleblowers who report anonymously may not be able to obtain information or answers questions in relation to the report and may have difficulty relying upon legal protections as SWM will not be aware of the Whistleblower's identity and will not be able to establish two-way communication.

8 Reporting Channels under this Policy

8.1. External Contacts

Reports under this Policy can be reported directly to an independent third party who provide a service with the option for the reporting party to remain completely anonymous.

The service, operated by *RightCall*, can be contacted through any one of these channels:

RightCall Hotline

- Within Australia: 1800 177 212 (toll free)
- Within New Zealand: 0800 402 735 (toll free)
- Outside Australia and New Zealand: +61 499 221 005 (tolled international call)

RightCall Website

- Submit a report via www.rightcall.com.au/swm

Email

- Send an email to report@rightcall.com.au

SMS

- Send a text message to 0499 221 005

Post

- Write to 'RightCall' in an envelope marked 'Confidential' to GPO Box 24371, Melbourne 3001

RightCall will not attempt to identify the reporting party in any way if it is the reporting party's wish to remain anonymous.

Reporting parties who wish to provide their identity to *RightCall*, but wish to remain anonymous in any communication to SWM, will have their identity kept confidential by

RightCall.

Under no circumstances will RightCall communicate information to SWM, or any other party, that the reporting party wishes to remain confidential unless compelled to do so by force of law.

8.2. Internal Contacts

The Chairman of the SWM Audit & Risk Committee is the primary point of contact within SWM for matters involving Fraud, Corruption or misconduct.

Disclosures can also be made to SWM's external auditor, board members, the company secretary, senior executives and senior managers (directors and heads of department).

8.3. Investigative Process

Disclosures managed under this Policy will initially be reviewed by [insert who, the Chairman of the SWM Audit & Risk Committee?] to determine, in the [Chairman of the SWM Audit and Risk Committee's] discretion, whether the disclosure should be managed under an existing SWM policy or whether independent investigation is appropriate, and in such circumstances, all investigation outcomes will be reported to the Audit & Risk Committee (protecting relevant confidentiality where applicable). Investigations will be carried out by SWM's Risk Assurance and Internal Audit team, taking an evidence based approach, applying the rules of natural justice and endeavouring to ensure fair treatment.

Generally, where the identity of the Whistleblower is known, the person who makes the disclosure will be kept informed of the outcome of the investigation, subject to considerations of the privacy of those against whom allegations are made and normal confidentiality requirements. There will be fair treatment of any parties mentioned in the disclosure throughout an investigation.

SWM aims to complete the initial review within 6 weeks of receipt of a report under this Policy, where possible while further inquiries or investigations may take up to 12 weeks or more. However, timeframes for inquiries or investigations will vary depending on the nature of the report and at SWM's discretion.

Once the inquiry or investigation is completed, the outcome will be reported to the SWM Audit & Risk Committee.

8.4. False or dishonest Allegations

SWM expects all parties involved to act honestly and with objectively reasonable grounds to suspect wrongdoing when disclosing information under this Policy or taking part in an investigation.

If a Whistleblower has reasonable grounds and the report is later determined to be incorrect, the Whistleblower may still be entitled to protections under this Policy, and if the disclosure is a protected disclosure, under the Relevant Acts.

Deliberately false, dishonest or vexatious allegations will be treated seriously by SWM, as such allegations can significantly affect SWM's reputation. Any person who is found to have deliberately made false or malicious allegations, whether under this Policy or otherwise may be subject to disciplinary action up to and including termination of employment or engagement.

PART C –DISCLOSURES PROTECTED UNDER THE ACTS

A Whistleblower may also make a disclosure which qualifies for protection under the Acts if they meet certain criteria:

- The Whistleblower is an eligible whistleblower (as defined in the Acts);
- The disclosure is made to an eligible recipient, including through the channels set out above, a senior manager or officer of SWM, SWM's internal or external auditor or its actuary, to a legal practitioner or to ASIC or APRA or, if related to taxation, the Commissioner of Taxation;
- The information disclosed qualifies under the Acts, including that it relates to misconduct or an improper state of affairs or circumstances in SWM or a related body corporate (or in relation to any of its employees or officers) or involves tax matters; and
- The Whistleblower has reasonable grounds for his or her suspicions.

The Whistleblower's disclosure may be anonymous and still be protected under the Acts.

The Whistleblower may also be able to make a public interest or emergency disclosure to a journalist or parliamentarian in accordance with the Relevant Acts in limited circumstances which are summarised below:

- The Whistleblower has already made a disclosure of the qualifying information to ASIC, APRA or another Commonwealth body as prescribed by regulation; and
- 90 days have passed since that disclosure; and
- The Whistleblower does not have reasonable grounds to believe that any action has been taken (or is being taken) to address the Whistleblower's disclosure; and
 - If it is a public interest disclosure:
 - The Whistleblower has reasonable grounds to believe that making a further disclosure is in the public interest; and
 - The Whistleblower has given written notice to the body to which the Whistleblower made the original report that included sufficient information to identify the original report and which states that the Whistleblower intends making a public interest disclosure; and
 - The information disclosed must be no greater than necessary to inform the journalist or parliamentarian of the particular misconduct or improper state of affairs or circumstances as set out in the Whistleblower's original report, or
 - If it is an emergency disclosure:
 - 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
 - The Whistleblower has given written notice to the body to which the Whistleblower made the original report that included sufficient information to identify the original report and which states that the Whistleblowers intends making an emergency disclosure; and
 - The information disclosed must be no greater than necessary to inform the journalist or parliamentarian of the particular substantial and imminent danger.

Before the Whistleblower makes a public interest or emergency disclosure, we recommend the Whistleblower first seek independent legal advice to ensure that the disclosure is protected under the Acts.

We encourage Whistleblowers to make disclosures under this Policy before disclosing under the Acts or approaching regulatory agencies directly, to enable SWM to identify and address any concern as soon as possible. Alternatively, to also assist SWM, the Whistleblower can provide the Board with a copy of any report that the Whistleblower makes to an external reporting body under the Acts.

Reports made under this Policy will not qualify for protection under the Acts if they not meet the criteria set out in the Acts.

PART D – FURTHER INFORMATION

9 Queries

All queries regarding this Policy should be directed to the Chairman of SWM Audit & Risk Committee.

This Policy is made available on SWM's website, on SWM's intranet and communicated to all members of SWM staff.

10 Involvement in disclosure

If you are mentioned in or are the subject of a disclosure that qualifies for protection, SWM will, where possible, provide you with an opportunity to respond to any allegations made against or involving you.

Employees who are mentioned in any Whistleblower report will also be entitled to access the EAP.

11 Amendments

This policy does not impose contractual obligations on SWM and the policy may be amended, withdrawn or replaced at any time at SWM's absolute discretion.

Employees can access the most up to date version of this policy on the Company's intranet.

Last amended: November 2020