



# Group Whistleblower Policy.

Money in Motion

# Group Whistleblower Policy

## Introduction

In alignment with our values of Openness, One Team and Simplicity, EML Payments Limited (**EML, Company**) is committed to providing a safe and collaborative work environment that encourages honesty and ethical behaviour, and where wrongdoing can be raised without fear of retribution.

## Purpose

The purpose of this Whistleblower Policy (**Policy**) is to provide a framework for stakeholders to be apprised of their rights, legal obligations and escalation channels when encountering “Disclosable Matters”.

The Policy sets out to:

- identify conduct which is or may be harmful to EML, 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, prevent and act on Disclosable Matters if they arise; and
- provide suitable channels and processes for Relevant Persons to report inappropriate conduct.

## How this Policy Works

Due to the various legal and regulatory environments in which EML operates, this Policy has been prepared in two parts:

- (i) the Whistleblower Policy; and
- (ii) supplementary country-specific policy provisions set out in the Annexure to this Policy which may vary the terms and/or operation of this Policy to reflect local requirements.

This Policy is not a summary of legal rights and obligations. The Annexure highlights certain countries that have whistleblower related laws that may be applicable to your particular circumstances. It is not intended to be an exhaustive list of countries, nor of potentially applicable laws.

When determining how this Policy may apply to your particular circumstances, first consider the main part of the Policy and then consider the Annexure and whether any supplementary provisions apply to the country in which you are based. If you have questions about country specific obligations, please contact the Group General Counsel & Company Secretary, Paul Wenk (either by email or mobile +614 3888 1704; Paul is based in the Melbourne, Australia time zone).

## 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.

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

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

- employee or officer of EML;
- contractor, supplier or their employees who deals with EML (this is not applicable to all jurisdictions, please refer to Annexure A relevant to your specific jurisdiction);
- an individual who is an associate (as defined in the *Corporations Act 2001 (Cth)*) of EML (this is not applicable to all jurisdictions, please refer to Annexure A relevant to your specific jurisdiction); or
- spouses, relatives or dependants of any of the above (this is not applicable to all jurisdictions, please refer to Annexure A relevant to your specific jurisdiction).

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

**EML** refers to EML Payments Limited and each of its subsidiaries

**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.

# Group Whistleblower Policy continued

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

**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 and General Counsel/Company Secretary.

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

## Speaking Up

EML encourages all Eligible Whistleblowers to speak up and disclose any suspected or actual wrongdoing about Disclosable Matters covered by this Policy.

Eligible Whistleblowers do not need to identify themselves and can speak up confidentially if they like. If an Eligible Whistleblower does provide their name, we will not share your identity with anyone else, without permission to do so, or the law allows or requires it (e.g. in dealings with a regulator).

Anyone with information about improper conduct or potential improper conduct is encouraged to raise a concern.

## How do you speak up?

### Your Call

Eligible Whistleblowers are encouraged to speak up by contacting EML's external and independent whistleblower service provider named: Your Call Whistleblowing Solutions ("Your Call") to receive and manage your report with impartiality and confidentiality.

This option allows you to:

- remain completely anonymous; or
- identify yourself to Your Call only; or
- identify yourself to both Your Call and an appropriate person at EML.

You may choose to remain anonymous, however anonymity can significantly limit thorough investigation and proper resolution of the matter.

The Your Call reporting options include:

<b>WEBSITE (24/7)</b>	<a href="https://www.yourcall.com.au/report">https://www.yourcall.com.au/report</a> Log in using the unique identifier code: <b>EML</b> You can upload supporting documentation and/or material securely here.
<b>TELEPHONE</b> 9AM TO 12AM RECOGNISED BUSINESS DAYS (AEST)	Australia 1300 790 228 Outside of Australia +61 3 9895 0012 (call charges will apply)

Your Call remains the intermediary at all times, receiving and forwarding communication between all parties. The EML Payments Ltd Officers who will have access to your reports (but not your personal details if you remain anonymous or only identify yourself to Your Call), include:

- for Australian employees, Clinton Buchanan, Chief Operating Officer - Whistleblower Protection Officer, Australia
- for European employees, Alan Norman, Internal Auditor - Whistleblower Protection Officer, Europe
- for North American employees, Hillary Melvin, Human Resources Manager - Whistleblower Protection Officer, North America

Your Call can circumvent any of the above Officers upon your request.

In the circumstance where all listed Whistleblower Protection Officers are circumvented, the Alternative Whistleblower Protection Officer (as listed below) will be notified of the report.

- Alternative Whistleblower Protection Officer - Chair of the Audit & Risk Committee

You will be able to securely upload any relevant documentation and/or material relevant to your disclosure if you wish.

## Group Whistleblower Policy continued

After making a disclosure, you will be provided with a unique Disclosure Identification Number (DIN) and access to a secure online Message Board. The Message Board allows you to have ongoing anonymous communication with Your Call and/or EML Payments Ltd. Your Call remains the intermediary at all times, receiving and forwarding communication between all parties. The Message Board can also be used to receive updates, share further information/evidence and request support or report retaliation. If you cannot access the Message Board, you can contact Your Call via phone (above) for verbal updates.

### National Relay Service

If you are deaf, or have a hearing or speech impairment, you can contact Your Call online or through the National Relay Service. Simply choose your contact method at [www.relayservice.gov.au](http://www.relayservice.gov.au) and request Your Call's hotline 1300 790 228. If you have difficulty speaking or understanding English, contact us through the Translating and Interpreting Service (TIS) 131 450 and ask for Your Call on 1300 790 228.

### Internally at EML

Eligible Whistleblowers can also contact any of EML's three Whistleblower Protection Officers (WPO's) listed above.

### External Disclosure

Where reporting using the channels set out above may not be appropriate, EML employees are also able to contact an external eligible recipient including ASIC, APRA, a prescribed Commonwealth authority or a legal practitioner.

## What information should be provided in a disclosure?

Ideally, 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

## Who is an Eligible Whistleblower?

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; and
- a dependent of an individual referred to in any of the above, or of such an individual's spouse.

**Note:** Please refer to Annexure A relevant to your specific jurisdiction for more detail on applicability of the above to your jurisdiction.

## Disclosable Matters

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

- misconduct; or
- an improper state of affairs or circumstances, by EML; or
- dishonest, fraudulent or corrupt conduct, including bribery or other activity in breach of the EML Anti-bribery Policy;
- illegal activity (such as theft, violence, harassment or intimidation, criminal damage to property or other breaches of state or federal law);
- unethical or breach of EML's policies (such as dishonestly altering company records or data, adopting questionable accounting practices or willfully breaching EML's Code of Conduct or other policies or procedures);
- is potentially damaging to EML, an EML employee or a third party, such as unsafe work practices, environmental damage, health risks or abuse of EML's property or resources;
- is an abuse of authority;
- may cause financial loss to EML or damage its reputation or be otherwise detrimental to EML's interests;

## Group Whistleblower Policy continued

- involves harassment, discrimination, victimisation or bullying, but is not a personal work-related grievance as defined in the *Corporations Act 2001 (Cth)* (**Corporations Act**); 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.

### Investigations

Upon receipt of a report under this Policy, the Whistleblower Protection 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.

EML will thoroughly, objectively and fairly investigate all matters reported in accordance with this Policy as soon as reasonably practicable. Investigations will remain confidential. Where appropriate, EML will notify the discloser of the progress and outcome of the investigation.

EML will take reasonable precautions to store any records relating to a report of wrongdoing securely and to permit access by authorised persons only.

# Group Whistleblower Policy continued

## 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 (see definition in the Annexure) will violate 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 who violate this Policy may be subjected to disciplinary action, which may include dismissal and/or any civil, criminal or administrative liability.

## 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.

Unauthorised disclosure of information relating to a report, the identity of a person who 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/s

The Whistleblower Protection Officers are responsible for protecting Eligible Whistleblowers from being victimised because of making a report.

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

The Whistleblower Protection Officers 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;
- working with People & Culture to offer Eligible Whistleblowers a leave of absence while a matter is investigated;
- working with People & Culture to relocate Eligible Whistleblowers to a different work group or department if feasible.

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

EML recognises the principles of natural justice; that an accusation does not automatically confer guilt; and that individuals who have been made aware that an accusation has been 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 a Preliminary Assessment determines that the suspicion is baseless or unfounded or that no investigation is warranted, then the Relevant Person(s) the subject of the accusation 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.

# Group Whistleblower Policy continued

## 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 concluded to be clearly wrong.

## False Reports

If a person is found to have deliberately made a false or malicious report, this may be considered a serious matter and result in disciplinary action which may include dismissal and/or any civil, criminal, or administrative liability.

## Training

EML will provide training to employees, Directors, 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 following:

- Whistleblower Protection Officer/s
- Group General Counsel & Company Secretary
- Head of Corporate Governance & Company Secretary
- Group Chief People Officer

## Policy location

The Whistleblower policy can be located on the Website and EML's intranet.

## Review

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

**Owner** Governance, Risk & Compliance

**Version** 3

**Version Date** 16 December 2020

# Group Whistleblower Policy continued

## Annexure A- Country Specific Whistleblowing Legal Requirements

### Global Whistleblower Standard

ISO 37002 Whistleblowing management systems provides guidelines for implementing, managing, evaluating, maintaining and improving a robust and effective management system within an organisation for whistleblowing. ISO 37002 guides organisations in managing:

- How concerns of wrongdoing are identified and reported
- How concerns of wrongdoing are assessed
- How concerns of wrongdoing are addressed
- How whistleblowing cases are closed.

The EML Whistleblower Policy in principle meets the ISO 37002 standards.

### Australia

In addition to the protections provided by this Policy, the *Corporations Act 2001 (Cth)* protects an Eligible Whistleblower making a disclosure of a Disclosable Matter to an Eligible Recipient. Eligible Recipients under the Act include the following persons:

#### 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;
- An independent whistleblower service provider – Your Call; 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 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 no 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.

# Group Whistleblower Policy continued

## 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.

## Disclosures to external authorities and entities

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.

A disclosure that raises concerns about the tax affairs of EML or one of its associates, may also be raised to either an Eligible Recipient (including Your Call) and may be protected under the *Taxation Administration Act 1953 (Cth)* if it meets certain criteria.

You are expected to have reasonable grounds to suspect that the information you are disclosing concerns a disclosable matter to the best of your knowledge and belief.

## Specific protections and remedies

If you make a “Protected Disclosure”, the law provides that:

- (i) you will not be subject to any civil, criminal or administrative liability for making the disclosure;
- (ii) no contractual or other remedy may be enforced or exercised against you on the basis of the disclosure;
- (iii) in some circumstances (e.g. if the disclosure has been made to a regulator), the information you provide is not admissible in evidence against you in criminal proceedings or in proceedings seeking the imposition of a penalty, other than proceedings in respect of the falsity of the information; and
- (iv) you may seek compensation and other remedies through the courts if you suffer loss, damage or injury because of making the protected disclosure and EML failed to take reasonable precautions and to exercise due diligence to prevent the detrimental conduct. It is recommended that a discloser seek independent legal advice before pursuing these options.

Additional legislative protections and remedies may also be available.

Please speak to the Group General Counsel & Company Secretary should you require further advice.

## European Union Countries (including Malta, Ireland and Sweden)

The EU Whistleblower Protection Directive was passed in October 2019. In addition to the obligation to provide a confidential whistleblowing channel, it also makes retaliation against whistleblowers an illegal offence, and protects those who decide to report via external channels. Each EU country is required to document the Directive into law.

Please speak to Group General Counsel & Company Secretary should you require further advice.

## Middle East and Africa

Whistleblower protection laws vary widely and do not exist at all in some Middle Eastern and African countries.

Please speak to the Group General Counsel & Company Secretary should you require further advice.

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## United Kingdom

All current and former EML staff working in the UK office should raise any Disclosable Matters or concerns that they may have, although these concerns may not necessarily be disclosures protected by the *Public Interest Disclosure Act 1998* in the United Kingdom. EML Staff are encouraged to speak up by contacting EML's external and independent whistleblower service provider, Your Call. EML Staff can also contact the EML Whistleblower Protection Officers nominated in this Policy or contact the Financial Conduct Authority (the **FCA**) or the Prudential Regulation Authority (the **PRA**) Whistleblowing Service directly, see details below:

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<b>FCA'S WHISTLEBLOWING SERVICE</b>	Telephone: 020 7006 9200 Email: <a href="mailto:whistle@FCA.org.uk">whistle@FCA.org.uk</a> Website: <a href="http://www.fca.org.uk/site-info/contact/whistleblowing">http://www.fca.org.uk/site-info/contact/whistleblowing</a>
<b>PRA'S WHISTLEBLOWING SERVICE</b>	Address: Confidential Reporting (Whistleblowing) PRA CSS, 20 Moorgate, London EC2R 6DA Telephone: 020 3461 8703 Email: <a href="mailto:PRAwhistleblowing@bankofengland.co.uk">PRAwhistleblowing@bankofengland.co.uk</a> Website: Website: <a href="http://www.bankofengland.co.uk/pr/Pages/contactpra/whistleblowing.aspx">http://www.bankofengland.co.uk/pr/Pages/contactpra/whistleblowing.aspx</a>

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\*The FCA and PRA are prescribed persons under the *Employment Rights Act 1996*

It is important for members of EML Staff to note that employees and workers will not be protected under the *Public Interest Disclosure Act 1998* in relation to disclosures made to the FCA or PRA unless they satisfy the criteria set down in that Act. Please speak to the Group General Counsel & Company Secretary should you require further advice.

## United States of America

Under Section 301 of the *Sarbanes-Oxley Act*, companies trading on the U.S. stock exchange must provide a mechanism for employees to remain anonymous when reporting concerns about accounting or audit irregularities. Nothing in this Policy:

- (a) is intended to prohibit or restrict a whistleblower from providing truthful disclosures to or communicating with any US federal or state law enforcement agencies, administrative, regulatory or self-regulatory agency;
- (b) shall be deemed to restrict communications or actions protected or required by any other state or federal law; or
- (c) in any way prohibits or is intended to restrict or impede employees from discussing the terms and conditions of their employment with co-workers or exercising protected rights under Section 7 of the *National Labor Relations Act*, to the extent that such rights cannot be waived by agreement.

A whistleblower will not be held criminally or civilly liable under any trade secret law for any disclosure of a trade secret that is made in confidence to a government official, or to an attorney and solely for the purpose of reporting or investigating a suspected violation of law or that is made in a document filed in court in a lawsuit.

Please speak to the Group General Counsel & Company Secretary should you require further advice.