

1. PURPOSE

The purpose of this Policy is to:

- encourage disclosures of wrongdoing;
- ensure those who disclose wrongdoing in accordance with the Policy can do so safely and securely and knowing they will be protected and supported; and
- meet SAGE's legal and regulatory obligations.

This Policy is written to provide information to Employees and Officers about:

- the protections available to Whistleblowers;
- to whom disclosures that qualify for protection may be made, and how they may be made;
- how SAGE will support Whistleblowers and protect them from detriment;
- how SAGE will ensure fair treatment of Employees who are mentioned in disclosures that qualify for protection;
- how SAGE will investigate disclosures that qualify for protection; and
- how the Policy is to be made available to Officers and Employees.

This Policy is intended to supplement, and not limit in any way, the provisions of the Corporations Act in relation to whistleblowing. Where a provision of this Policy is inconsistent with a provision of the Corporations Act, the Corporations Act will apply to the extent of the inconsistency.

2. APPLICATION

This Policy applies to all people who work for or with SAGE, including:

- all Employees;
- any individual who supplies goods or services to SAGE (e.g. volunteers, contractors, suppliers and consultants);
- Board Members; and
- relatives, dependents or spouses of any of the above,

Referred to in this policy as “**Relevant Persons**”.

3. SUBORDINATE DOCUMENTS

PRD-02447 Whistleblower Procedure

4. DEFINITIONS

‘Corporations Act’ means the *Corporations Act 2001* (Cth).

‘Employee’ means any person employed by SAGE.

‘Journalist’ means a person working in a professional capacity as a journalist for a newspaper or magazine; a radio or television broadcasting service; or an electronic service operating on a commercial basis or national broadcasting basis and is similar to a newspaper, magazine, radio, or television broadcasting service.

‘Officer’	includes a director or secretary of SAGE.
‘Protected Disclosure’	means a disclosure that is protected under the Corporations Act.
‘Protected Information’	means information concerning misconduct or an improper state of affairs or circumstances in relation to SAGE as further explained in sections 5.9 and 5.10 of this Policy.
‘Related Body Corporate’	has the meaning given to that term in the <i>Corporations Act 2001</i> (Cth).
‘Relevant Person’	has the meaning provided in clause 2 of this Policy.
‘SAGE’	SAGE Group Holdings Ltd and its Related Body Corporates.
‘Whistleblower’	means any Relevant Person who makes a disclosure that is protected in accordance with the Corporations Act.

5. POLICY REQUIREMENTS

Protections Available to Whistleblowers

- 5.1. A Relevant Person qualifies for protection as a Whistleblower under the Corporations Act if they have made a Protected Disclosure in accordance with this Policy.
- 5.2. SAGE will ensure that a Whistleblower will not be subject to any of the following as a result of making a Protected Disclosure:
 - 5.2.1. termination of employment;
 - 5.2.2. injury in their employment;
 - 5.2.3. alteration of their position or duties to their disadvantage;
 - 5.2.4. discrimination between him or herself and another Employee of SAGE;
 - 5.2.5. harassment or intimidation;
 - 5.2.6. harm or injury, including psychological harm; or
 - 5.2.7. damage to property, reputation, financial position, or any other damage.
- 5.3. A Whistleblower may be entitled to:
 - 5.3.1. compensation and other remedies through the court system if they suffer loss, damage or injury because of a disclosure and SAGE failed to take reasonable precautions and exercise due diligence to prevent detrimental conduct; and
 - 5.3.2. to civil, criminal and administrative liability protection.These protections apply to internal disclosures and to disclosures to legal practitioners, regulatory bodies and public interest and emergency disclosures.
- 5.4. Nothing in this Policy prevents SAGE from disciplining an Employee who has disclosed information inconsistently with the Corporations Act and/or this Policy, who has disclosed information that is not Protected Information, or for reasons unrelated to a Protected Disclosure made by a Whistleblower.
- 5.5. The identity of a Whistleblower is confidential. It is illegal for a person to identify a Whistleblower or to disclose information that is likely to lead to the identification of a Whistleblower unless disclosed:
 - 5.5.1. to ASIC, APRA or a member of the Australian Federal Police;

- 5.5.2. to a legal practitioner for the purpose of obtaining legal advice or representation about the Whistleblower provisions of the Corporations Act;
 - 5.5.3. to a person prescribed by regulations; or
 - 5.5.4. with the consent of the Whistleblower.
- 5.6. Where a Whistleblower reveals their identity in the course of making a Protected Disclosure, their identity will not be disclosed to any other person or entity unless permitted by the Corporations Act or if the Whistleblower gives his or her consent.
- 5.7. SAGE will protect the confidentiality of a Whistleblower's identity by:
- 5.7.1. redacting all personal information or reference to the Whistleblower;
 - 5.7.2. referring to the disclosure in a gender neutral context;
 - 5.7.3. storing all documents and other materials relating to disclosures securely;
 - 5.7.4. ensuring disclosures are handled and investigated by qualified staff;
 - 5.7.5. ensuring that only a restricted number of people who are directly involved in handling and investigating a disclosure will be made aware of the discloser's identity; and
 - 5.7.6. taking all other reasonable steps to ensure the confidentiality of the Whistleblower's identity.

Protected Disclosures

- 5.8. A disclosure is a Protected Disclosure if:
- 5.8.1. it is made in relation to Protected Information; and
 - 5.8.2. it is made to a person set out in clauses 5.18, 5.19, 5.20 or 5.21; and
 - 5.8.3. it is not in relation to a personal work-related grievance.
- 5.9. Protected Information includes information in relation to conduct that the Whistleblower has reasonable grounds to suspect concerns conduct that:
- 5.9.1. constitutes an offence against, or contravention of, a provision of any of the following:
 - (a) the Corporations Act;
 - (b) the *Australian Securities and Investments Commission Act 2001* (Cth);
 - (c) the *Banking Act 1959* (Cth);
 - (d) the *Financial Sector (Collection of Data) Act 2001* (Cth);
 - (e) the *Insurance Act 1973* (Cth);
 - (f) the *Life Insurance Act 1995* (Cth);
 - (g) the *National Consumer Credit Protection Act 2009* (Cth);
 - (h) the *Superannuation Industry (Supervision) Act 1993* (Cth); and
 - (i) any instrument made under any of the above Acts.
 - 5.9.2. constitutes an offence against any Commonwealth law punishable by 12 or more months imprisonment; or
 - 5.9.3. represents a danger to the public or the financial system.
- 5.10. Types of misconduct may include:
- 5.10.1. illegal conduct such as theft, violence and criminal damage against property;
 - 5.10.2. fraud, money laundering and misappropriation of funds;
 - 5.10.3. financial irregularities;
 - 5.10.4. offering or accepting a bribe; and
 - 5.10.5. failure to comply with or breach a regulatory requirement.
- 5.11. A Whistleblower may still qualify for protection under the Corporations Act even if the disclosure turns out to be incorrect.

Personal Work-Related Grievances

- 5.12. A disclosure is not a Protected Disclosure to the extent that the disclosure concerns a personal work-related grievance and does not concern any Protected Information.
- 5.13. Notwithstanding clause 5.12, a disclosure in relation to a personal work-related grievance is a Protected Disclosure where:
- 5.13.1. a Relevant Person (or a relative, dependant, or spouse (including a former spouse) of a Relevant Person) has made a Protected Disclosure;
 - 5.13.2. that person has been victimised in relation to that Protected Disclosure; and
 - 5.13.3. that person makes a disclosure in relation to the victimisation.
- 5.14. A disclosure concerns a personal work-related grievance if the information concerns a grievance about any matter in relation to the Relevant Person's employment or former employment, having implications for the Relevant Person personally and does not, for example, relate to Protected Information.
- 5.15. Examples of personal work-related grievances are:
- 5.15.1. an interpersonal conflict between the people in the workplace;
 - 5.15.2. a decision relating to the engagement, transfer, or promotion of the Relevant Person;
 - 5.15.3. a decision relating to the terms and conditions of employment of the Relevant Person; and
 - 5.15.4. any disciplinary action (including suspension and/or termination of employment) taken against the Relevant Person.
- 5.16. Personal work-related grievances will be managed in accordance with the Grievance Resolution Procedure (PRD-00246) and do not qualify for protection under the Corporations Act.

To Whom Protected Disclosures can be Made

- 5.17. Protected Disclosures can be made to specific internal and external persons and bodies.
- 5.18. External Protected Disclosures can be made by contacting the Australian Securities and Investment Commission (ASIC), the Australian Prudential Regulation Authority (APRA) and the Australian Taxation Office.
- 5.19. A disclosure may be made to a lawyer for the purpose of seeking advice in relation to whistleblower laws. This includes the disclosure of information to a lawyer that is not Protected Information to the extent that the disclosure is made for the purpose of obtaining legal advice.
- 5.20. Internal Protected Disclosures can be made to:
- 5.20.1. an Officer or member of the Executive of SAGE (or a related entity); or
 - 5.20.2. an auditor or actuary of SAGE.

Members of Parliament and Journalists

- 5.21. A Whistleblower may make a Protected Disclosure to a Member of Parliament or Journalist if, and only if, all the following criteria have been satisfied:
- 5.21.1. the Whistleblower has previously made a Protected Disclosure;
 - 5.21.2. either:

- (a) at least 90 days have passed since the Protected Disclosure was made, and the Whistleblower does not have reasonable grounds to believe that action is being taken or has been taken in relation to the Protected Disclosure; or
 - (b) 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;
- 5.21.3. the Whistleblower has reasonable grounds to believe that making a further disclosure would be in the public interest;
- 5.21.4. the Whistleblower notifies the person or body (after the period in clause 5.21.2, where applicable) to which the Protected Disclosure was made, including sufficient information to identify the Protected Disclosure, that the Whistleblower intends to make a 'public interest disclosure';
- 5.21.5. the 'public interest disclosure' does not contain information greater than necessary to inform the Member of Parliament or Journalist of the misconduct or improper state of affairs (within the definition of Protected Information) alleged.
- 5.21.6. It is important for the Whistleblower to clearly understand the criteria for making a public interest or emergency disclosure and SAGE recommends a Whistleblower contact an independent legal adviser before making a public interest or emergency disclosure.

How to Make a Protected Disclosure

- 5.22. A person considering making a disclosure can contact SAGE's in-house legal counsel to seek confidential advice or information about how this Policy works, what the Policy covers and how a disclosure might be handled. The Relevant Person should not provide details or information regarding the subject matter of the disclosure to SAGE's in-house counsel and should be aware that if he or she does provide information or details regarding the disclosure, the disclosure will not qualify for protection under the Corporations Act. SAGE's in-house legal counsel is available to provide advice on the Whistleblower Policy and process and is not a person to whom a disclosure should be made. The contact details for SAGE's in-house legal counsel are in Attachment 1.
- 5.23. Disclosures may be made to a person referred to in section 5.20 by email, post or telephone. The contact details for each person referred to in section 5.20 are provided in Attachment 1 to this Policy.
- 5.24. Disclosures may be made anonymously. Anonymous disclosures may be protected under the Corporations Act, however, SAGE's ability to fully investigate the matter and provide updates to the Whistleblower may be impacted by an anonymous disclosure.

How SAGE will Investigate Protected Disclosures

- 5.25. The procedures in relation to making disclosures are set out in the Whistleblower Procedure (PRD-02447) and depend on the nature of the disclosure. The key steps SAGE will take after receiving a Protected Disclosure will usually include:
- 5.25.1. assessing the disclosure to determine whether it qualifies for protection and whether a formal, in-depth investigation is required;
 - 5.25.2. appointing an investigator or investigation team (who may be internal or external depending on the nature of the disclosure);
 - 5.25.3. determining the timeframe for the investigation;
 - 5.25.4. obtaining and assessing all relevant evidence;

- 5.25.5. potentially seeking expert advice or assistance;
- 5.25.6. providing updates to the Whistleblower (where possible); and
- 5.25.7. making findings and reporting to the relevant internal parties and external authorities.

5.26. The confidentiality of the identity of the Whistleblower will be maintained during the investigation process except to the extent that disclosure is permitted under section 5.5.

Support, Protection, and Fair Treatment

5.27. SAGE offers support for Employees who have made a Protected Disclosure through its Employee Assistance Program (PRD-00294). In addition, SAGE will ensure the fair treatment of any Employee mentioned in a Protected Disclosure.

Note: the protections offered by this Policy will not apply to an Employee who discloses Protected Information to any persons or bodies in this list who are not a person or body to whom a Protected Disclosure can be made.

5.28. Where an Employee or Officer is implicated in any alleged wrongdoing as a result of a disclosure, SAGE will follow its standard investigative procedures set out in the Disciplinary Procedure (PRD-00292).

5.29. Where an investigation into a Protected Disclosure involves the interviewing of other Employees or Officers as witnesses, no Employee or Officer will be disadvantaged in their employment as a result of their participation in the procedure.

5.30. Nothing in this Policy prevents SAGE from disciplining an Employee for a lawful reason.

Availability of this Policy

5.31. This Policy will be available to all Employees and Officers of SAGE on SAGE's intranet/confluence page. SAGE's Whistleblower's policy and procedure will also be covered in new employee inductions.

6. RESPONSIBILITIES

SAGE

- 6.1. SAGE is responsible for ensuring that this Policy is documented, implemented, maintained and communicated to all Employees. This includes ensuring that the Policy is available for Relevant Persons to access, and is periodically reviewed.
- 6.2. SAGE will provide Employees with appropriate training, information, instruction, and resources to assist them in understanding this Policy.
- 6.3. SAGE will develop, implement and monitor action to appropriately manage any Protected Disclosures in accordance with the *Whistleblower Procedure* (PRD-02447).

Managers and Supervisors

6.4. Managers and Supervisors are responsible for ensuring all Employees understand this Policy.

Employees

- 6.5. Employees and other Relevant Persons (where applicable) must:
 - 6.5.1. comply with the policy, which includes complying with any reasonable instruction given by SAGE in relation to the policy;

- 6.5.2. make any Protected Disclosures in accordance with this Policy;
- 6.5.3. report any suspected instances of non-compliance with this Policy to management;
- 6.5.4. comply with any reasonable requests of SAGE in relation to investigation arising from a Protected Disclosure;

6.5.5. comply with any reasonable requests of SAGE in relation to investigation into potential breaches of this Policy.

7. NON-COMPLIANCE

Failure of an Employee to comply with this policy may result in disciplinary action, up to and including termination of employment.

ATTACHMENT 1

Internal Protected Disclosures may be made to the following people:

Name	email
Emma Christie	Emma.christie@gotosage.com
Adrian Fahey	Adrian.fahey@gotosage.com
Dion Draper	Dion.draper@gotosage.com

Alternatively, disclosures can be made by telephone or post to a person identified above by calling 1300 00 7243 or care of F22/6 MAB Eastern Promenade, 1284 South Road, Tonsley SA 5042.

To seek advice in relation to how the Policy works contact:

Laura Zollo at laura.zollo@gotosage.com