

Whistleblower Policy

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1. Introduction

1.1. Aim and Purpose

The aim of this policy is to protect the identity of persons, to encourage reporting of wrongdoing and to ensure that Viridian Financial Group Limited and its subsidiaries (the Viridian Group, us, we, ours), as a regulated entity, have access to a framework where they can disclose wrongdoing in a safe and confidential manner, without facing victimisation or reprisals.

The objectives of this Policy are to achieve:

- Highest standards of conduct, integrity and ethical behaviour
- Compliance with relevant laws, regulations and codes
- A culture in which Viridian takes concerns of all staff and clients and wrongdoing seriously
- A healthier, non-discriminatory and safer working environment
- Early identification and investigation of wrongdoing
- Effective management and rectification of wrongdoing

When a person (a Whistleblower) reports wrongdoing or inappropriate behaviour, Viridian will:

- Keep their identity confidential in line with their wishes
- Protect them from reprisal, discrimination, harassment or victimisation
- Conduct an independent and diligent internal investigation
- Resolve and rectify the issues investigated in a timely manner
- Inform the person of the outcome of the investigation
- Take disciplinary action against any member of staff who is involved in reprisal, discrimination, harassment or victimisation against the person reporting the alleged wrongdoing.

This Policy is not intended to replace other reporting processes, such as those for client complaints or incident and breach management, except where the issue is of a serious matter

and existing reporting systems have failed to adequately deal with the matter.

1.2. Scope

This policy applies to all current and former employees, officers, and contractors, as well as their spouses, dependants, and other relatives. Accordingly, this policy applies to everyone within the Viridian Group, regardless of their employment classification. Non-compliance with this policy may result in Viridian Group failing to address a problem that could have serious consequences for our clients, our business or other key stakeholders.

1.3. Related Policies

This Policy should be read in conjunction with the following Viridian Group policies:

- Incident Management Policy
- Complaints Management Policy
- Consequence Management Policy
- Code of Conduct
- Bullying Policy
- EEO, Discrimination & Sexual Harassment Policy
- Grievance Handling Policy

2. Definitions

Whistleblowing is the deliberate, voluntary disclosure of alleged individual or organisational wrongdoing by a person who observed behaviour or activities or has or had access to data, events, or information about an actual, suspected or anticipated wrongdoing within or by an individual, group of individuals or organisation.

Tax Whistleblowing (in addition to the above) includes the disclosure of information relating to the tax affairs of an individual, group of individuals or the organisation which may indicate non-compliance with tax law or tax misconduct (e.g., avoiding taxation liabilities).

Wrongdoing includes any conduct that is:

- dishonest, fraudulent or corrupt,
- illegal, such as theft, drug sale or use, violence, harassment, criminal damage to

property or other,

- tax avoidance behaviour or other tax issues in relation to the tax affairs of the Viridian Group, whether by an employee, or an associate of the Group,
- a breach of state or federal legislation or local authority regulations or by-laws,
- unethical, such as dishonestly altering company records or engaging in questionable accounting practices or wilfully breaching our Code of Conduct or other ethical statements,
- potentially damaging to the Viridian Group or an employee of the Group, such as unsafe work practices or substantial wasting of resources,
- causing financial loss or damage to our reputation, or be otherwise detrimental to the Viridian Group's interests, and/or
- involving any other kind of serious impropriety.

3. Roles and responsibilities

3.1. All Staff

This policy is made available to all current directors and senior managers, all employees upon commencement of their employment with the Viridian Group, and to former directors and employees by publishing it on our website [[Viridian Advisory](#)]

All staff and officers are required to read our policies and procedures upon commencing their employment or engagement with Viridian and must review those policies annually.

3.2. Whistleblower Protection Officer (WPO)

The Group Legal Counsel will be appointed as the Whistleblower Protection Officer (WPO). The primary role of the WPO is to ensure that the rights of the Whistleblower are adhered to and that the protection measures outlined in this Policy are complied with, from the moment the Whistleblower makes a report, during and after the investigation of the matter.

3.3. Whistleblower Investigation Officer (WIO)

Viridian Group has two Whistleblower Investigation Officers (WIO). They are Chief Risk Officer, and the Head of Human Resources. The WIO is responsible for reviewing the report

made by the whistleblower, making the necessary investigations, liaising with the Whistleblower Protection Officer in relation to communications with the Whistleblower as required, liaising with the Chief Executive Officers in relation to disclosure and reporting to the regulators and to the Risk Committee.

3.4. Role of Human Resources generally

Human Resources must:

- Ensure that its policies and guidance are consistent with this Policy and any new policies and guidance required to implement this Policy are put in place;
- Ensure that information on how Viridian Group deals with Whistleblowers is clearly communicated and accessible to staff;
- Ensure that Viridian Group's employment policies including any disciplinary procedures, are consistent with this Policy; and
- Assist the WIO to ensure that the Whistleblower is protected and provide counselling and support to the team member, if/as required.

4. Ways to report wrongdoing

4.1. Who to escalate to

All persons that detect or have reasonable grounds for suspecting wrongdoing are encouraged to raise those concerns under the Incident and Breach Management Policy. If you feel that the matter is serious and may result in retaliation, you are encouraged to raise the concern as a Whistleblower. Eligibility for protection as a whistleblower is outlined under Part 9.4AAA of the Corporations Act 2001 (Corporations Act) and Part IVD of the Taxation Administration Act 1953 (Taxation Act).

To be eligible for protection as a whistleblower, you need to raise your concern initially via one of the following channels:

Directly to Viridian Chairman

Should the concern or alleged wrongdoing have allegedly been undertaken by a Director, Chief Executive Officer, General Manager or any of the Group's Chief Executive roles, you

should directly approach the Chairman of the Board of Directors to make the report.

Directly to Whistleblower Investigating Officers (WIO)

Otherwise, you should directly approach one of the WIO, who will advise the WPO, but otherwise keep your complaint confidential and your identity anonymous outside of the Whistleblower process. The WIO is responsible for ensuring the matter is properly investigated in accordance with this policy, which may include appointing an external investigator to inquire into the alleged wrongdoing.

Anonymous channel(s)

If you wish to pass on whistleblower information anonymously you may use the online [whistleblower form](#) located on Gateway and complete the online fields about your concerns. The form allows you to be anonymous or to record your name or contact.

Note that where you choose to be anonymous, this may make undertaking the investigation more difficult as we cannot ask further questions and we will not be able to advise you of progress or results of the investigation as we will not know who you are.

Additionally, you may use the following avenues to raise alleged wrongdoings:

- ASIC (via their online [misconduct reporting portal](#))
- The Australian Prudential Regulation Authority (APRA) via their [public interest disclosure](#) email
- your lawyer.

In addition to the above, if your disclosure relates to the taxation affairs of the Viridian Group, an employee, or an associate of the Group, you may also raise your concerns of alleged wrongdoings to:

- Australian Tax Office
- An auditor (or member of an audit team conducting an audit of the specific entity), or
- A registered tax agent or BAS agent who is providing tax services to the relevant entity.

4.2. Reporting a matter

The following should be considered when you raise your concerns:

- Remain calm and remember that you are primarily an observer or a witness and not a complainant.
- Provide facts, explain your observations, and set out the reason for your reporting.
- Let the facts speak for themselves—do not draw conclusions, make inferences or judgements as to the reasons why the alleged wrongdoing may have occurred.
- Do not investigate the matter further yourself.
- Be assured that at Viridian Group, we encourage whistleblowers, and you will not be penalised in any way if you meet the criteria for protection as a whistleblower.

5. Investigation of allegations

All reports of wrongdoing will be thoroughly investigated by the WIO with the objective of locating evidence that either substantiates or refutes the claims made.

Should the WIO be conflicted or potentially be conflicted or have any relationship with the alleged wrongdoer or the alleged wrongdoing, the WIO shall report the conflict or potential conflict of interest to the WPO and immediately stand aside from the investigation. The WPO shall engage the alternate WIO to conduct the investigation required.

The investigation will be conducted in an objective, fair and impartial way to all involved parties. This means the investigation will be conducted without bias and independently of the business unit concerned, the Whistleblower, or the person who is the subject of the reported wrongdoing.

Should any interviews of staff be undertaken, they shall be undertaken by a WIO in the presence of the WPO. The person being interviewed shall be advised in writing of the purpose of the interview and invited to have a support person present. In the event, that the support person is a legal practitioner, Viridian Group will only proceed with the interview once it is

able to arrange for its legal representative to attend the interview.

The investigative process itself will be fair and the person against whom an allegation of wrongdoing is made will be given the opportunity to respond to the allegations. The WIO will also ensure that a complete record shall be prepared of all aspects of the investigations and interviews and that an appropriate audit trail is maintained of the evidence that has been collected and decisions that have been made during the investigation.

At the end of the investigation, the WIO will report their findings to the WPO or Board Risk Committee (in the case of senior employees) who will determine the appropriate response. We are committed to implementing the findings and recommendations of any investigation with a view to rectifying any wrongdoing as far as practicable in the circumstances.

The findings will also be explained (as appropriate) with the whistleblower and the person against whom the allegation of wrongdoing is made. All information that is so shared must be kept strictly confidential, in all other respects.

Where issues of discipline arise, the response will be in line with normal disciplinary procedures as per our Consequence Management Policy.

6. Whistleblower rights

6.1. Confidentiality of identity and report

If a person makes a report of alleged or suspected wrongdoing under this Policy, they are not required to provide their name, however if they do, their identity must remain confidential in accordance with their wishes, and we have an obligation to protect that person's identity from disclosure. If a person is an eligible whistleblower, it is illegal for someone to disclose their identity, or any information that is likely to lead to their identification.

We will only disclose the whistleblower's report and their identity if the report is required to

be made available under a notice from:

- ASIC
- APRA
- the Australian Federal Police
- the Australian Tax Office
- under the direction of a court order, or
- to someone else with the consent of the whistleblower.

Reports made under this Policy will be treated confidentially. However, when a report is investigated it may be necessary to reveal its substance to people such as other Viridian Group personnel or external persons involved in the investigation. We will seek the consent of the whistleblower before revealing their identity in such cases.

At some point in time, it may also be necessary to disclose the fact and the substance of a report to the person who is the subject of the report. Although confidentiality is maintained, in some circumstances, the source of the reported issue (the whistleblower) may be obvious to a person who is the subject of a report.

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

Unauthorised disclosure of information relating to a report, the identity of the person that has made a report of wrongdoing, or information from which the identity of the reporting person could be inferred, will be regarded seriously and may result in disciplinary action against the discloser.

6.2. Whistleblower and Tax Whistleblower protection

A person that reports matters in good faith, and who has not been involved in the conduct reported, will not be penalised, or personally disadvantaged because they have reported a

matter, by any of the following:

- dismissal;
- demotion;
- any form of harassment;
- discrimination;
- current or future bias; or
- threats of any of the above.

A whistleblower who believes they, or their family, have been the victim of any of the above by reason of their status as a whistleblower, should immediately report the issue to HR and the Head of Compliance.

There are significant civil and criminal penalties for disclosing whistleblower identity or victimising a whistleblower, including significant financial penalties for individuals and corporations. Any team member or manager who is found to have dismissed, demoted, harassed, or discriminated against a whistleblower by reason of their status as a whistleblower, will be subjected to disciplinary measures.

A whistleblower can seek compensation from the Viridian group for any loss, damage or injury suffered as a result of the detrimental conduct, including where Viridian did not take reasonable precautions and/or exercise due diligence to prevent the conduct from occurring. Compensation can, in some situations, include reinstatement of employment.

6.3. What is not protected?

There are certain scenarios in which protections will not apply. They are:

- If the person making the report knows that it is false. They must have reasonable grounds to substantiate the allegation in the report.
- If a report is solely about a personal grievance a person is having in the workplace the whistleblower protections in the law won't apply.
- Personal work-related grievances have implications for the person but do not also have

significant implications for the Viridian Group. Examples include:

- an interpersonal conflict between the person and another employee
- a decision relating to the person's employment, transfer, or promotion
- a decision relating to the terms and conditions of the persons engagement, or
- a decision to suspend or terminate the persons engagement, or otherwise discipline them.

While whistleblower protections are not available for personal work-related grievances, the person may have other employment law protections available and should contact the Fair Work Ombudsman or Fair Work Commission for information about workplace rights and obligations.

Note: if one of these examples above has happened to the person because they have previously reported misconduct (or a person suspects they have reported or about to report misconduct), a report about those circumstances will be covered by the whistleblower protections.

6.4. Immunities for whistleblowers

Whistleblowers are protected from civil, criminal and administrative liability. They are also protected from penalties where they make a disclosure under the whistleblower protections. This means that protected disclosures made by a whistleblower cannot be used as evidence against the whistleblower in legal proceedings, unless the proceedings against the whistleblower relate to whether the alleged wrongdoing disclosure is false.

Tax whistleblowers are also protected from contractual or other confidentiality restrictions which may arise from a tax disclosure. This means that the tax whistleblower cannot have their contract (employment or otherwise) terminated for breach of the contract where they make a protected tax disclosure.

Whilst a tax whistleblower in most situations cannot be held legally accountable for an action for defamation as a result of making a tax disclosure, the whistleblower protections don't provide immunity for any misconduct a whistleblower, has engaged in that is revealed in their

disclosure.

6.5. Whistleblower involvement

A whistleblower who has been involved in the reported conduct, may still be provided with immunity from disciplinary proceedings by agreement with the Head of HR and the Chief Risk Officer. We do not have power to provide immunity from criminal prosecution.

6.6. Whistleblower's right to feedback

A whistleblower has the right to feedback of the progress of the investigations, which can happen where contact details are provided when reporting the wrongdoing. Whistleblowers must register their request for feedback at the time of making the complaint, or via the online form. The type and complexity of the investigation will inform the feedback of progress in the investigation.

It must be advised that for some matters where reports must be made to ASIC, APRA, Australian Federal Police, or some other person, there may be a need to disclose the whistleblower's identity with the whistleblower's consent. As part of the feedback loop, the whistleblower will be advised whether this disclosure may be required.

6.7. Communication with the whistleblower

Once the investigation is completed, a verbal report will be made to the whistleblower. This report will fully explain the findings and actions taken within commercial, legal and confidentiality constraints. There may be some circumstances where we are not able to fully share information with the whistleblower, but we will provide an indication of the outcomes. Where the whistleblower chooses to remain anonymous, alternative arrangements may be made for providing a verbal report of the outcome of the investigation to that person. All whistleblowers must maintain confidentiality of all such reports, and not disclose the information to any person.

6.8. Not acting in good faith or false reporting

Where it is established by the investigator that the whistleblower is not acting in good faith, or they have made a false report, then they will be subjected to disciplinary proceedings. Whilst not intending to discourage whistleblowers from reporting matters of genuine

concern, it is strongly suggested whistleblowers ensure as far as possible that reports are factually accurate, complete, from first-hand knowledge, presented in an unbiased fashion (and any possible perception of bias of the whistleblower is disclosed), and without omitting any facts.

6.9. Management of a person against whom a report is made

Individuals against whom a report is made must also be supported during the handling and investigation. We will take reasonable steps to fairly treat the person who is the subject of a report, particularly during the assessment and investigation process. If counselling is required, this will be provided.

Generally, the investigator must ensure that the person who is the subject of any report that is investigated:

- Is informed as to the substance of the allegations;
- Is invited to a meeting to discuss the allegations, and given the opportunity to have a support person present for that meeting if they wish;
- Is given the 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 had their defence set out fairly in any report.

Where the allegations in a report have been investigated and the person who is the subject of the report is aware of the allegations or the fact of the investigation, the investigator must formally advise the person who is the subject of the disclosure of the outcome of the investigation. The exception to this arises where the subject matter of the investigation is required by law to be treated in confidence. Examples may include allegations of money laundering, terrorism financing, fraud, and other criminal activity.

6.10. Overview of investigation process

The high-level process in relation to investigating a whistleblower's report is described below. Unless otherwise specified, most steps are performed or overseen by the Whistleblower

Investigations Officer.

Step 1—Receive Whistleblower’s report

- accept incoming report as outlined in Section 4
- screen report
- document report

Step 2—Analyse report

- identify the key issues
- determine an appropriate investigation plan
- agree who will conduct the investigation

Step 3—Investigate

- appoint investigation team
- conduct the investigation

Step 4—Resolve the issue/complaint

- issue and implement a corrective action plan
- determine if the matter is a breach that needs to be reported to the governing bodies

Step 5—Communicate the investigation outcomes

- the alleged wrongdoer
- the whistleblower
- the CEOs
- the Board as appropriate

7. References and Further Resources

Please contact the Chief Risk Officer or Director of Human Resources should you have any questions about this policy.

Legal References

- [Corporations Act 2001 \(Part 9.4AAA\)](#)
- [Taxation Administration Act 1953 \(Part IVD\)](#)

Regulatory References

- [ASIC RG 270 Whistleblower policies](#)
- [ASIC Info 238 Whistleblower rights and protections](#)
- [ASIC Info 239 How ASIC handles whistleblower reports](#)