



Whistleblower Policy

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Contents

1. Scope and Purpose	3
2. Application of this Policy and relevant definitions.....	4
2.1 Who can make a disclosure that qualifies for protection?	4
2.2 Definition of an Eligible Whistleblower.....	4
2.3 How does a whistleblower make a Protected Disclosure?.....	5
2.4 What is a Disclosable Matter?	5
2.5 Making a disclosure internally	7
2.6 Making a disclosure externally	9
3. Expectation to report	11
4. Protections and support available to Eligible Whistleblowers under this Policy and at law	11
4.1 Confidentiality – Protecting an Eligible Whistleblower’s identity	11
4.2 Protection from detrimental acts and consequences of victimising.....	13
4.3 Support	14
4.4 Compensation and other remedies	14
4.5 Protection from civil and criminal liability	14
4.6 Ensuring fair treatment of Subject Employees mentioned in a disclosure	15
5. Protocol regarding reporting and investigation of a Protected Disclosure	15
5.1 Whistleblowing Register	15
6. Understanding of and training regarding the Adica whistleblowing framework.....	16
7. Policy ownership and review	16
8. Other relevant policies/documents	17

1. Scope and Purpose

Aioi Nissay Dowa Insurance Company Australia Pty Ltd (**Adica**) is a wholly owned subsidiary of Aioi Nissay Dowa Insurance Co., Ltd (**ADJ**) and both companies are part of the MS & AD Insurance Group. Adica is a locally incorporated general insurance company, authorised to carry on general insurance business within Australia pursuant to the *Insurance Act 1973* (Cth) (as amended) (**Insurance Act**).

Recognising the expectations of Adica's stakeholders, employees, customers, regulators and the community, the Board and its sub-committees are committed to best practice in corporate governance and compliance. The principal responsibilities of the Board of Adica and its Board sub-committees include the monitoring of compliance with regulatory, ethical, and prudential requirements.

A key test of the corporate governance health of Adica is whether there are both formal and informal structures in place to enable good news and bad news to travel rapidly and accurately to the most appropriate destination. This Policy is an important mechanism in being able to satisfy that key test. This Policy also directly supports Adica's Code of Ethics, Fit and Proper Person Policy, the AFSL breach reporting process and the Conflict of Interest Policy, and is therefore an integral part of the Adica compliance framework.

This Whistleblower Policy (**Policy**) is a mechanism by which certain individuals defined herein as **Eligible Whistleblowers** (see [Section 2.2](#)) can confidently and (if desired) anonymously report improper conduct and voice concerns in a responsible and effective manner, without fear of discriminatory or recriminatory treatment. Adica is committed to facilitating effective whistleblower disclosure and investigations (and the corresponding whistleblower protections) because it understands such disclosure promotes honest, efficient and compliant workplace cultures.

This Policy and the procedures set out in this document reflect and comply with the whistleblower provisions at Part 9.4AAA of the *Corporations Act 2001* (Cth) (**Act**) and Part IVD of the *Taxation Administration Act 1953* (Cth) (**Tax Act**) as amended by the *Treasury Laws Amendment (Enhancing Whistleblower Protections) Act 2019* (together, the **Australian Whistleblowing Regime**) and the Australian Standard (**AS 8004-2003**).

Adica acknowledges that whistleblowers can perform an essential function in the community, ensuring that individuals and/or organisations are held to account and operate according to law. It is the expectation of Adica that Eligible Whistleblowers make disclosures of Disclosable Matters to the whistleblowing contact points set out at [Sections 2.5](#) and [2.6](#) below, regardless of whether they themselves are concerned in the relevant information or possibilities.

Eligible Whistleblowers should not justify or ignore information that is or could be the subject of a Protected Disclosure. Staff and officers are required to comply with this Policy in all aspects, to ensure conduct that is, or could be, the subject of a Protected Disclosure is corrected or prevented.

About this Policy

As of 1 July 2019, the Australian Whistleblowing Regime provides for special protections to whistleblowers who make a '**Protected Disclosure**'. A lot of what is covered in this Policy is to assist you in understanding how and to whom '**Protected Disclosures**' must be made in order to qualify for the protections under the Australian Whistleblowing Regime.

However, even if you think your disclosure might not be a '**Protected Disclosure**' under the Australian Whistleblowing Regime or this Policy, Adica still encourages Eligible Whistleblowers to raise any concerns and make any disclosures to the Chief Risk Officer & General Counsel (**CRO**) (so long as those concerns and disclosures are genuine). Even where a disclosure does not meet the requirements of a '**Protected Disclosure**' under the Australian Whistleblowing Regime, Adica will (should the discloser wish) keep the disclosure confidential to the maximum extent possible.

2. Application of this Policy and relevant definitions

This section confirms who in Adica can make and receive disclosures that qualify for protection under this Policy and the Australian Whistleblowing Regime, and how those Protected Disclosures may be made.

In summary, this Policy protects Eligible Whistleblowers who make disclosures of **Disclosable Matters** either internally to an Eligible Recipient, or externally to regulatory bodies (e.g. Australian Securities Investment Commission (**ASIC**) or Australian Prudential Regulation Authority (**APRA**)) or to a lawyer for the purpose of obtaining legal advice in relation to the Australian Whistleblowing Regime.

Employees can contact the Legal Department to seek accurate and confidential advice or information about how this Policy works, what the Policy covers, and how a disclosure may be handled, without making a disclosure.

This section of the Policy explains:

1. who qualifies as an Eligible Whistleblower;
2. who qualifies as an Eligible Recipient; and
3. what kind of disclosure qualifies as a Disclosable Matter.

Whistleblowing protections and disclosures under the Tax Act

While the Act provides for a broad corporate whistleblowing regime, the Tax Act provides for a specific whistleblowing regime that relates to tax related disclosures.

Whether an Eligible Whistleblower is making a disclosure that is protected under the Act or the Tax Act will depend on:

- a) the type of information disclosed; and
- b) who the disclosure is made to.

For example, if an Eligible Whistleblower discloses to the Commissioner of Taxation information relating to an actual or suspected tax fraud, that is a Protected Disclosure under the Tax Act.

If you are an Eligible Whistleblower and you wish to make a disclosure about a tax-related subject matter in a manner protected under the Australian Whistleblowing Regime, you may contact the CRO for advice about whether you are making a disclosure that is protected under the Act or the Tax Act (or both).

2.1. Who can make a disclosure that qualifies for protection?

An **Eligible Whistleblower** (as defined below) can make a disclosure and qualify for protection under the Australian Whistleblowing Regime. The exact definition of an 'Eligible Whistleblower' is important, because only individuals who meet the criteria of an Eligible Whistleblower may make disclosures that qualify for protection under this Policy (and, in relation to Adica, under the Australian Whistleblowing Regime).

2.2. Definition of an Eligible Whistleblower

An Eligible Whistleblower is an individual who is any of the following:

- a) a current or former officer or employee of Adica;
- b) an individual who does or previously supplied services or goods to Adica (whether paid or unpaid) (or an employee of that individual);

- c) an individual who is an associate of Adica, which includes shareholders;
- d) a relative or dependent of an individual referred to at (a) - (c) above (including a spouse, parent, child, grandchild, or sibling); or
- e) an individual prescribed by regulations for the purposes of the Act or the Tax Act.

2.3. How does a whistleblower make a Protected Disclosure?

A whistleblower will only qualify for protection under this Policy and the Australian Whistleblowing Regime if they are an Eligible Whistleblower and:

- a) make a disclosure of information relating to a '**Disclosable Matter**' directly to an Eligible Recipient within Adica or to ASIC, APRA or another Commonwealth body prescribed by regulation;
- b) make a disclosure to a lawyer for the purpose of obtaining legal advice in relation to the operation of the Australian Whistleblowing Regime; or
- c) have made an 'emergency disclosure' or 'public interest disclosure' ('**Protected Disclosure**').

2.4. What is a Disclosable Matter?

A '**Disclosable Matter**' is information that a whistleblower has reasonable grounds to suspect misconduct, or an improper state of affairs and circumstances, that has or will occur in relation to Adica (or a related body corporate).

Whistleblowers can contact the Legal Department and/or CRO to obtain additional information about the Australian Whistleblowing Regime before making a disclosure, or at any time after a disclosure has been made.

Note: A disclosure that does not meet the Disclosable Matter requirements does not qualify for protection under the Whistleblowing Regime, however disclosure of a Disclosable Matter that turns out to be incorrect can still qualify for protection.

2.4.1. What is misconduct or an improper state of affairs and circumstances?

Misconduct is defined in the Act to include 'fraud, negligence, default, breach of trust and breach of duty'.

Without limiting what may constitute a Disclosable Matter, a Disclosable Matter includes a disclosure by an Eligible Whistleblower who has reasonable grounds to suspect that the information being disclosed indicates that Adica (and/or a related body corporate, or an officer or an employee of that related body corporate) and/or an employee or officer of Adica has engaged in conduct:

1. that constitutes an offence against, or a contravention of, a provision of any of the:
 - Act;
 - *Australian Securities and Investments Commission Act 2001*;
 - *Banking Act 1959*;
 - *Financial Sector (Collection of Data) Act 2001*;
 - *Insurance Act 1973*;
 - *Life Insurance Act 1995*;
 - *National Consumer Credit Protection Act 2009*;
 - *Superannuation Industry (Supervision) Act 1993*; or
 - an instrument made under those laws;

2. that constitutes an offence against any other Commonwealth law that incurs a punishment of up to 12 months or more; or
3. which represents a danger to the public or financial system; or
4. is prescribed by regulations for the purposes of the Act.

Examples of misconduct or an improper state of affairs and circumstances within Adica:

- **corruption** – an assessor knowingly inflates a repair quotation, as they receive a percentage of the repair costs;
- **fraud** – an employee knowingly alters the agreed value of their own motor vehicle insurance policy;
- **theft** – an employee knowingly enters their own bank account details when processing a refund to a customer via PolicyXpress; or
- **money laundering** – an employee knowingly processes an excess amount which is paid with illegally obtained funds.

2.4.2. Personal work-related grievances are not a ‘Disclosable Matter’

Disclosures that relate solely to ‘personal work-related grievances’ and do not relate to detriment or threat of detriment to the discloser, do not amount to a Protected Disclosure for the purpose of this Policy nor the Act.

Note: A disclosure concerning a personal work-related grievance that is made to a lawyer for the purpose of obtaining legal advice or representation in relation to the operation of this Policy and/or the Australian Whistleblowing Regime may still qualify for protection.

2.4.3. What is a ‘personal work-related grievance’?

A disclosure will relate to a personal work-related grievance if the information relates to the discloser’s current or former employment and has, or tends to have, implications for the discloser personally, but does not:

1. have any significant implications for Adica; or
2. include misconduct or alleged conduct at [Section 2.4.1](#) above.

Examples of personal work-related grievances that may not qualify as a Protected Disclosure under this Policy include:

- interpersonal conflicts between employees;
- a decision about a transfer or a promotion; and
- a decision about the terms an employee's employment.

It is important to recognise that in some circumstances a personal work-related grievance may qualify as a Protected Disclosure under this Policy if:

- a disclosure includes information about misconduct or alleged conduct at [Section 2.4.1](#) above;
- Adica has breached employment/other laws or engaged in conduct that represents a danger to the public;
- the discloser suffers from or is threatened with detriment for making a disclosure; or
- the discloser seeks legal advice in relation to the operation of the Australian Whistleblowing Regime.

Note: If you have a concern or issue that you think might be a 'work-related grievance' (and therefore not a 'Protected Disclosure' under the Policy or the Act), this does not mean that Adica does not value that disclosure.

Adica encourages all disclosures by Eligible Whistleblowers. Even if a disclosure is found not to qualify as a 'Protected Disclosure', the disclosure will still be assessed and if necessary and/or appropriate, investigated and reported upon. Adica encourages employees to resolve their personal work-related grievances and to seek legal advice about their rights and protections under employment and contract law. Even where a disclosure does not meet the requirements of a 'Protected Disclosure', Adica will (should the discloser wish) keep the disclosure confidential to the maximum extent possible.

Protected tax-related disclosures

If you are an Eligible Whistleblower who wishes to make a tax-related Protected Disclosure under this Policy and the Tax Act, you must:

- (for a disclosure to the Commissioner of Taxation), consider that the information being disclosed may assist the Commissioner to perform their functions or duties under a taxation law in relation to Adica or an associate of Adica;
- (for a disclosure to an Eligible Recipient of a tax-related Protected Disclosure): have reasonable grounds to suspect that the information being disclosed indicates misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of Adica or an associate of Adica; and
- consider that the information being disclosed may assist the eligible recipient to perform functions or duties in relation to the tax affairs of Adica or an associate of Adica.

For example, if an Eligible Whistleblower reports actual or suspected tax evasion within Adica to an Eligible Recipient and/or to the Commissioner of Taxation, that constitutes a protected tax disclosure under this Policy and the Tax Act.

2.5. Making a disclosure internally

2.5.1. Who is an Eligible Recipient?

If an Eligible Whistleblower wishes to make a Protected Disclosure internally, the disclosure must be made directly to an 'Eligible Recipient' to be able to qualify for protection under this Policy and the Australian Whistleblowing Regime.

The Australian Whistleblowing Regime provides that an Eligible Recipient is:

- a) an officer (including a director or company secretary) or senior manager of Adica (or of a related body corporate); or
- b) an auditor (or member of an audit team conducting an audit) of Adica (or of a related body corporate); or
- c) an actuary of Adica (or of a related body corporate); or
- d) a person who is authorised by Adica to receive disclosures that may qualify for protection under this Policy and the Australian Whistleblowing Regime – that person is the CRO (or alternatively the Chief People Officer (**CPO**)).

Eligible recipients of tax-related disclosures

If you are an Eligible Whistleblower who wishes to make a tax-related Protected Disclosure, that tax-related Protected Disclosure can be made:

- a) internally within Adica to an Eligible Recipient of a tax-related Protected Disclosure, being a director, secretary or senior manager (within the meaning of the Act) of Adica; or any other employee or officer (within the meaning of the Act) of Adica who has functions or duties that relate to the tax affairs of Adica;
- b) externally to the Commissioner of Taxation, if the discloser considers that the information may assist the Commissioner to perform his or her functions or duties under a taxation law in relation to Adica; or
- c) to a lawyer for the purpose of obtaining legal advice or legal representation in relation to the operation of the Australian Whistleblowing Regime as it relates to tax-related disclosures.

All internal disclosures (including tax-related disclosures) that are or may amount to a Protected Disclosure under this Policy should be made in the first instance to the CRO, or alternatively to the CPO where the whistleblower does not wish to make the Protected Disclosure to the CRO. This is because it is the CRO (or alternatively the CPO) who will action any investigation resulting from the disclosure and will act as the whistleblower’s point of contact throughout the process.

For the purposes of this Policy the CRO and the CPO will be referred to as the **Investigation Officer**.

2.5.2. How to make an internal disclosure

The Investigation Officer can be contacted via email, telephone or the Anonymous Whistleblower Hotline (accessible via the Resource Centre).

Investigation Officer	Contact Information
Chief Risk Officer & General Counsel Andrea Gardiner	agardiner@adica.com.au +61 3 8290 4153

Alternative Investigation Officer	Contact Information
Chief People Officer Jill Monk	jmonk@adica.com.au +61 3 8290 4143

A directory of Adica Eligible Recipients and contact information is available in the ‘Eligible Recipients’ document.

2.6. Making a disclosure externally

An Eligible Whistleblower can also make an external disclosure that amounts to a Protected Disclosure, to:

a) ASIC

Writing to ASIC	Online Misconduct Reporting Form
Australian Securities and Investments Commission GPO Box 9827 Brisbane QLD 4001	http://www.asic.gov.au/report-misconduct

b) APRA

Email APRA	Telephone
info@apra.gov.au	1300 558 849

c) A lawyer for the purpose of obtaining legal advice in relation to the Australian Whistleblowing Regime

Disclosures made to a legal practitioner for the purposes of obtaining legal advice in relation to the operation of the Australian Whistleblowing Regime are protected, even in the event that the disclosure does not relate to a Disclosable Matter.

Reporting a tax-related Protected Disclosure to the Office of the Commissioner of Taxation

To make a Protected Disclosure regarding a tax-related matter to the Commissioner of Taxation, Eligible Whistleblowers can:

- complete a tip-off form in the contact section of the ATO app (see <https://www.ato.gov.au/general/gen/whistleblowers/>); or
- call 1800 060 062; or
- write to the following address (mark your letter 'in confidence') and send to the Commissioner at: Australian Taxation Office, Tax Integrity Centre, Locked Bag 6050 Dandenong VIC 3175

2.6.1. 'Emergency' and 'Public Interest' Disclosures

In certain limited circumstances an Eligible Whistleblower may make an 'emergency' or 'public interest' disclosure to a member of a Parliament (Commonwealth, State or Territory) or journalist, and still qualify for protection under the Act.

Note: for the purpose of this Policy and the Act, a journalist is a person who is professionally working for a newspaper, magazine, radio or television broadcasting service, or commercial electronic services provided (via the internet) which are operated similar to a newspaper, magazine, or radio or television broadcast.

Note: An individual who is seeking to make a public interest disclosure or emergency disclosure should seek independent legal advice before doing so.

When can I make an 'emergency disclosure'?

It is important to note that an emergency disclosure may only be made under the Act in the following limited circumstances:

- a) the Eligible Whistleblower has previously made a Protected Disclosure to ASIC, APRA or a prescribed Commonwealth authority; and
- b) the Eligible Whistleblower has reasonable grounds to believe that the information concerns a substantial and imminent danger to the health and safety of one or more persons or the natural environment; and
- c) the Eligible Whistleblower gives the body it previously made the Protected Disclosure to (ASIC, APRA or a prescribed Commonwealth authority) written notice that:
 - i. identifies the initial Protected Disclosure made to that body; and
 - ii. the Eligible Whistleblower intends to make an emergency disclosure; and
- d) the emergency disclosure is made to a member of Parliament or a journalist; and
- e) the information disclosed in the emergency disclosure is not more than is necessary to inform the recipient of the substantial and imminent danger.

When can I make a 'public interest' disclosure?

It is important to note that a public interest disclosure may only be made under the Act in the following limited circumstances:

- a) the Eligible Whistleblower has previously made a Protected Disclosure to ASIC, APRA or a prescribed Commonwealth authority; and
- b) at least 90 days have passed since that Protected Disclosure was made; and
- c) the Eligible Whistleblower does not have reasonable grounds to believe that action is being, or has been, taken to address the matters to which the Protected Disclosure related; and
- d) the Eligible Whistleblower has reasonable grounds to believe that making a further disclosure would be in the public interest;
- e) at the end of the 90 day period, the Eligible Whistleblower gives the body it previously made the Protected Disclosure to written notice that:
 - i. identifies the initial Protected Disclosure made to the body; and
 - ii. the Eligible Whistleblower intends to make a public interest disclosure; and
- f) the public interest disclosure is made to a member of Parliament or a journalist; and
- g) the information disclosed in the public interest disclosure is not more than is necessary to inform the recipient of the misconduct or the improper state of affairs or circumstances the subject of the Protected Disclosure.

'Emergency' or 'Public Interest' disclosures do not apply to tax-related disclosures

There is no provision for Protected Disclosures under the Tax Act to be subject to an emergency or public interest disclosure. If the disclosure in question is protected tax-related disclosure and is not also a Protected Disclosure under the Act, the emergency disclosure regime set out in this section does not apply. If you are unsure whether your disclosure is a Protected Disclosure under the Act or the Tax Act (or both), please contact the CRO.

3. Expectation to report

Eligible Whistleblowers are, upon recognising facts or suspected cases of improper conduct, expected to report such facts or possibilities to the Investigation Officer, regardless of whether they are themselves concerned in such improper conduct.

4. Protections and support available to Eligible Whistleblowers under this Policy and at law

Under this Policy, Eligible Whistleblowers who make a genuine disclosure in accordance with this Policy (regardless of whether they reveal their identity) will be protected against victimisation, discrimination or recrimination. The protections of this Policy apply not only to internal disclosures, but to disclosures to legal practitioners, regulatory and other external bodies, and public interest and emergency disclosures that are made in accordance with the Act.

Adica takes any victimisation, discrimination or recrimination of an Eligible Whistleblower seriously and will take appropriate action, including disciplinary action, dismissal or termination of employment, contract or consultancy. There are also separate and potentially serious consequences under the Australian Whistleblowing Regime for negative behaviour against someone who has made (or is perceived to have made) a Protected Disclosure.

The protection afforded by this Policy is in addition to any protection provided by the Australian Whistleblowing Regime. The statutory protections for whistleblowers are set out in Part 9.4AAA of the Act and, for disclosures relating to tax avoidance behaviour and other tax related issues, Part IVD of the Tax Act.

Adica discourages and will not tolerate trivial, malicious or vexatious disclosures.

4.1. Confidentiality – Protecting an Eligible Whistleblower's identity

An Eligible Whistleblower can:

- make a disclosure anonymously;
- choose to remain anonymous throughout any investigation and after an investigation is finalised; and
- refuse to answer questions they feel could reveal their identity,

and still qualify for protection under this Policy or under the Act.

Note: Adica suggest that an Eligible Whistleblower, who wishes to remain anonymous, should maintain ongoing two-way communication with the Investigation Officer, to enable feedback or follow-up questions.

Adica is committed to ensuring confidentiality in respect of all Eligible Whistleblowers who make a Protected Disclosure under this Policy.

Adica will take all reasonable steps to protect the identity of an Eligible Whistleblower if the Eligible Whistleblower requests anonymity. Irrespective of whether an Eligible Whistleblower requests anonymity, Adica may decide that in all the circumstances, anonymity is preferable in order to secure the optimal corporate governance outcome, in which case the Eligible Whistleblower must abide by Adica's decision.

4.1.1. Confidentiality Obligation owed to the Eligible Whistleblower

It is prohibited under this Policy and it is an offence under the Act for a person to whom a Protected Disclosure is made, to disclose the identity of the Eligible Whistleblower who made the disclosure (this is the 'Confidentiality Obligation', defined below).

The **Confidentiality Obligation** means that the following information **must not be disclosed**:

- a) the actual identity; or
- b) information that is likely to lead to the identification, of an Eligible Whistleblower who has made a Protected Disclosure.

The effect of the Confidentiality Obligation means that a contravention of this Policy, the Act and the Tax Act (as applicable) occurs where a person discloses the information above, having obtained the information directly or indirectly from a Protected Disclosure made by an Eligible Whistleblower.

There are serious consequences under the Act and the Tax Act (as applicable) for a breach of the Confidentiality Obligation.

4.1.2. Exceptions to the Confidentiality Obligation

There are some limited exceptions to the Confidentiality Obligation:

Exception 1 - disclosure required for the purpose of internally investigating the matters

- a) Where the information being disclosed is not the actual identity of the Eligible Whistleblower, but is information that is likely to lead to the identification of the Eligible Whistleblower; and
- b) that information is:
 - (for a Protected Disclosure made under the Act) reasonably necessary for the purpose of investigating the matters the subject of the Disclosure; or
 - (for a tax-related Protected Disclosure under the Tax Act) reasonably necessary for the purposes of investigating misconduct, or an improper state of affairs or circumstances, to which the tax-related Protected Disclosure relates; and
- c) the person relying on this exception **takes all reasonable steps** to reduce the risk that the Eligible Whistleblower will be identified.

Exception 2 - disclosure to certain bodies or for legal advice

- a) Where the information being disclosed is either the actual identity of the Eligible Whistleblower or information that is likely to lead to the identification of the Eligible Whistleblower; and
- b) where the disclosure of that information is made to:
 - ASIC, APRA, the Australian Federal Police (**AFP**) (or, for tax-related Protected Disclosures, the Commissioner of Taxation or the AFP); or
 - a lawyer for the purpose of obtaining legal advice or representation in relation to the operation of the Act (or, for tax-related Protected Disclosures, the Tax Act).

Exception 3 - disclosure made with consent

Where the disclosure of the information is made with the consent of the Eligible Whistleblower.

4.1.3. Reasonable steps to avoid the Eligible Whistleblower's identity being revealed

Adica will take all **reasonable steps** to avoid the identity of an Eligible Whistleblower being revealed (where requested) by:

- providing anonymous reporting channels such as the Anonymous Whistleblowing Hotline;
- making use of pseudonyms when referring to an Eligible Whistleblower (e.g. WB1);
- ensuring the investigation team is as small as is reasonably possible, and taking other steps to make the investigation as discrete as possible;
- only disclosing information to personnel absolutely necessary to the investigation;
- only disclosing information that is absolutely necessary to the investigation;
- password protecting certain documents containing relevant information; and
- clearly informing those involved in the investigation of the provisions of the Confidentiality Obligation, and of the discrete exceptions.

4.2. Protection from detrimental acts and consequences of victimising

Adica does not condone threatening or bullying behaviour generally. As set out below, there are particular (and very serious) consequences under this Policy and in the Act or Tax Act (as applicable) in relation to any detrimental, victimising, or threatening behaviour towards someone who is perceived or suspected to have made a disclosure.

It is a contravention of this Policy and of the Act (and/or Tax Act, as applicable) for any person to engage in conduct towards an actual or suspected Eligible Whistleblower (**Perceived Whistleblower**) that:

- a) causes the Perceived Whistleblower any detriment; or
- b) constitutes making a threat (including an implied threat) to the Perceived Whistleblower,

where the reason (or part of the reason) for the perpetrator causing the detriment or making the threat is because the perpetrator believes or suspects that the Perceived Whistleblower (or any other person) has made, may have made, proposes to make, or could make, a Protected Disclosure.

For the purpose of this Policy and the Act or Tax Act (as applicable), it is not relevant whether or not the Perceived Whistleblower actually feared that the threat from the perpetrator would be carried out.

Detrimental conduct may include, for example:

- dismissal of an employee for no just reason;
- injury of an employee;
- alteration of an employee's position or duties for no just reason;
- discrimination between employees;
- harassment or intimidation;
- damage to an employee's property;
- damage to an employee's reputation;
- conduct that causes an employee any other form of damage.

Action that **does not amount to detrimental conduct** may include:

- administrative action that is reasonable to protect an Eligible Whistleblower from detriment (e.g. moving an Eligible Whistleblower who has made a disclosure about a colleague to a different working area); or
- managing an Eligible Whistleblower's unsatisfactory work performance, if the action is in line with Adica's performance management framework.

As well as the internal consequences within Adica, at law, the consequences of victimising a Perceived Whistleblower under the Act and the Tax Act (as applicable) can be very serious, and may even involve court-action or imprisonment.

4.3. Support

Adica recognises that there may be substantial personal stress and cost to an Eligible Whistleblower when making a Protected Disclosure in accordance with this Policy. Adica is committed to supporting Eligible Whistleblowers to minimise stress and costs.

A Perceived Whistleblower who is the subject of victimisation or detrimental treatment, and/or an Eligible Whistleblower who requires support should inform the Investigation Officer immediately so that the Investigation Officer may determine the best way to protect and support them. Eligible Whistleblowers or Perceived Whistleblowers may also seek independent legal advice or contact regulatory bodies (such as ASIC, APRA or the ATO) if they believe they have suffered detriment.

In addition to investigating and appropriately addressing any victimisation, the Investigation Officer may determine, for example, that the Perceived Whistleblower/Eligible Whistleblower be allowed to perform their duties from an alternative location, be offered support services such as counselling, legal advice, etc.

4.4. Compensation and other remedies

An Eligible Whistleblower who is the victim of detrimental conduct may also be entitled to court ordered remedies. These remedies include:

- compensation for any loss or damage suffered;
- injunctive relief restraining a person from engaging in detrimental conduct, or to prevent the effects of the detrimental conduct;
- an order requiring an apology be given; or
- any other order that the court thinks is appropriate.

4.5. Protection from civil and criminal liability

An Eligible Whistleblower who makes a Protected Disclosure is protected from all of the following:

- a) civil liability (such as legal action against the Eligible Whistleblower for breach of an employment contract, duty of confidentiality, or another contractual obligation);
- b) criminal liability (such as an attempted prosecution of the Eligible Whistleblower for unlawfully releasing information, or other use of the information against the Eligible Whistleblower in a prosecution (other than for making a false disclosure)); and
- c) administrative liability (such as disciplinary action for making the disclosure).

Notwithstanding, an Eligible Whistleblower is not protected from liability for any misconduct the Eligible Whistleblower has engaged in that is revealed in a disclosure.

4.6. Ensuring fair treatment of Subject Employees mentioned in a disclosure

Adica is committed to ensuring the fair treatment of employees who are mentioned within a Protected Disclosure (**Subject Employees**).

Adica will ensure:

- disclosures are handled in a confidential manner, where it is practical and appropriate;
- each disclosure will be assessed and subsequently investigated, if appropriate;
- the objective of any investigation will be to determine whether there is enough evidence to support the matter alleged;
- any investigation will be undertaken in an objective, fair and independent manner;
- Subject Employees will be advised of the disclosure/subsequent investigation as and when required (subject to Adica's discretion); and
- Subject Employees have access to Adica's external Employee Assistance Program (Benestar), which can provide support services to affected Subject Employees.

5. Protocol regarding reporting and investigation of a Protected Disclosure

The **Whistleblowing Response Plan** details the processes, procedures and actions required in the event of a disclosure and the associated investigations that may take place following the same.

This is an important document and is it a requirement of this Policy for each employee and officer of Adica to be familiar with the Whistleblowing Response Plan to ensure that whistleblowing related matters are handled consistently and in accordance with the law (even in the absence of key staff and/or management).

5.1. Whistleblowing Register

The Whistleblowing Register can only be accessed by designated employees or officers (**Investigation Officer**). It is a requirement of this Policy that the password/s to the Whistleblowing Register are:

- a) stored in a location which is only accessible by designated employees or officers; and
- b) not communicated in anyway or otherwise shared with employees or officers other than the designated employees or officers.

6. Understanding of and training regarding the Adica whistleblowing framework

All current Adica employees and officers are required to complete:

- a) initial whistleblower training on induction; and
- b) refresher training on an annual basis.

This is to ensure that all Adica employees and officers are aware of their obligations, rights and protections, as set out in this Policy and at law.

This Policy and its supporting documents can be viewed by Adica employees at any stage via the Resource Centre, or by requesting a copy from Human Resources (HR@Adica.com.au).

7. Policy ownership and review

Adica is required to have and maintain this Policy, and to make this Policy available to officers and employees of Adica. Failure to do so is an offence under the Act.

This Policy must at all times provide information about:

- a) the protections available and applicable to Eligible Whistleblowers;
- b) to whom disclosure of a Disclosable Matter may be made to, and how;
- c) how Adica will support Eligible Whistleblowers and protect them from detriment;
- d) how Adica will investigate disclosures that qualify for protection;
- e) how Adica will ensure fair treatment of employees who are mentioned in Protected Disclosures (or to whom such disclosures relate); and
- f) how this Policy is to be made available to officers and employees of Adica.

Policy Owner	Chief Risk Officer & General Counsel
Review Cycle	Annual
Policy Approvers	Risk and Compliance Committee Board of Directors

This Policy is owned by the Chief Risk Officer & General Counsel on an ongoing basis.

The Policy Owner and Policy Approvers are required to review the Policy at least annually to ensure it continues to remain relevant and effective. The Policy Owner is responsible for coordinating the review of the Policy. The Policy and any amendments to the Policy must be formally approved by the Risk and Compliance Committee and Board of Directors.

8. Other relevant policies/documents

- a) Employee Handbook;
- b) Code of Ethics;
- c) Fit and Proper Person Policy;
- d) Conflict of Interest Policy;
- e) Anti-Fraud Policy;
- f) Eligible Recipients Directory; and
- g) Whistleblowing Response Plan.