

# WHISTLE BLOWING POLICY

Adopted by the Board November 10 2016

Draft Version 1.1

The Merkin Group (and all of its subsidiaries)



Merkin Pastoral Holdings Pty Ltd



## **Whistle Blowing Policy**

### **CONTENTS**

#### Policy Statement

1. Introduction and Policy Statement
2. Policy Aims
3. When should I speak up?
4. Reporting in good faith
5. Who should I contact?
6. Who can use the reporting process?
7. How do I speak up and what information should I provide?
8. Anonymity
9. What happens following speaking up?
10. Investigation
11. Protection
12. Disciplinary Action
13. Reporting allegations of fraud
14. Data Protection and Privacy
15. Further Information
16. Appendix A- Management of Investigations
17. Amendments
18. Approval and adoption

## **1. INTRODUCTION AND POLICY STATEMENT**

1.1 Whoever we may deal with, and wherever we may operate, we are committed to doing so lawfully, ethically and with integrity.

It is the responsibility of each and every one of us to ensure that we fulfil this commitment in our day to day working lives.

However, from time to time there may be situations where the right course of action is unclear, or there may be situations where you suspect or know that something is improper, unethical or inappropriate.

We have both a legal and moral duty to take appropriate measures to identify such situations and attempt to remedy them.

It is sometimes difficult to know whether to speak up about something that concerns us. Often people are reluctant to get involved but this could result in serious consequences for The Merkin Group and its employees. That is why we have put in place this Whistle Blowing Policy – so that you can talk to someone confidentially so that we can help.

This Policy has been established to ensure that all cases of suspected wrongdoing are reported and managed in a timely and appropriate manner.

Suggested reporting lines are contained within this policy, however should you feel uncomfortable with or unsure of how the reporting lines apply to your situation please contact [legal@merkin.com.au](mailto:legal@merkin.com.au) who will ensure that all matters are dealt with in a timely manner, with sensitivity and by the appropriate person.

In all cases involving suspected fraud you should contact [legal@merkin.com.au](mailto:legal@merkin.com.au) immediately only.

## 2. POLICY AIMS

The aim of this policy is to:

- Ensure all employees feel supported in speaking up in confidence and reporting matters they suspect may involve anything, improper, unethical or inappropriate;
- Encourage all improper, unethical or inappropriate behaviour to be identified and challenged at all levels of the organisation;
- Provide clear procedures for the reporting of such matters;
- Manage all disclosures in a timely, consistent and professional manner; and
- Provide assurance that all disclosures will be taken seriously, treated as confidential and managed without fear of retaliation.

### APPROVAL AND ADOPTION

This policy, which has been approved by by the Board of Directors of Merkin Pastoral Holdings Pty Ltd – the Group parent is a statement that improper, unethical or inappropriate behaviour within the organisation is unacceptable and this statement is endorsed and supported at the highest level.

This policy does not form part of your contract of employment.

### **3. WHEN SHOULD I SPEAK UP?**

This policy is designed to deal with concerns raised in relation to specific issues which are in the public interest and detailed below. Only genuine concerns should be reported.

Whistle blowing means a disclosure of information made by an employee or contractor, an external person or body where they reasonably believe that one or more of the following matters is happening now, took place in the past or is likely to happen in the future. This is a non – exhaustive list of examples:

- A criminal offence;
- Fraud;
- A failure to comply with a legal obligation (e.g. breach of a contractual or other common law obligation, statutory duty or requirement or administrative requirement, including suspected fraud, malpractice or breach of the Informa Code of Ethics);
- A miscarriage of justice;
- A danger to the health and safety of any individual;
- Damage to the environment; and
- A deliberate concealment of information tending to show any of the above.

The Merkin Group has other policies and procedures that deal with complaints, critical or constructive comments, and appeals. Disciplinary, Grievance, Harassment and Equal Opportunities policies also address standards of behaviour at work. The relevant policy should be followed where appropriate.

### **4. REPORTING IN GOOD FAITH**

If you make an allegation in good faith, but it is not confirmed by investigation, no action will be taken against you. If, however, you make allegations that are malicious or simply to cause anger, irritation or distress, disciplinary action may be taken against you.

### **5. WHO SHOULD I CONTACT?**

We recognise that, due to the potential sensitivity of the situation, you may not always feel comfortable about discussing your concerns internally. As soon as you become aware of any suspected wrongdoing, you should notify the matter to one of the people below:

- Your line manager;
- Your divisional Compliance Officer;
- Your local HR contact;

- Your divisional director;

Or, in situations where you feel uncomfortable in approaching these people, as you feel that they may not manage your issue appropriately or this would serve no purpose:

- The Merkin Group Director of Risk & Compliance, Business & Legal Affairs who can be contacted through [legal@merkin.com.au](mailto:legal@merkin.com.au) or directly to the Chairman through the contact details that can be found at [www.merkin.com.au](http://www.merkin.com.au) if the disclosure is extremely serious or if notifying any of the people above is not possible, inappropriate, or would serve no purpose.

Concerns raised under this policy will relate to our employees but may also relate to the actions of a third party, such as a supplier, agent, distributor or joint venture partner. It may be appropriate for you to raise your concerns directly with the third party where you believe that the wrongdoing identified or suspected relates solely or mainly to their conduct or is a matter which is their legal responsibility. However, you should consult the Group Director of Risk & Compliance, Business & Legal Affairs before speaking to any third party.

## **6. WHO CAN USE THE REPORTING PROCESS?**

This policy can be used by any officer, employee or group of employees or contractor. In addition, suppliers, shareholders, customers and other third parties such as agents, distributors or joint venture partners may also use this policy to report suspected wrongdoing.

## **7. HOW DO I SPEAK UP AND WHAT INFORMATION SHOULD I PROVIDE?**

You can raise your concerns by email, orally or in writing, stating that you are using the Whistle Blowing Policy.

We request that, where possible, you include the information below:

- An outline of the known or suspected wrongdoing;
- Details, to the best of your knowledge, about when, where and how it occurred;
- A list of the names of those suspected of being involved (both within the Group and externally);
- A list of the names of anyone who may have relevant information;
- details of how you came to know about the suspected activities;

- What, if any, do you estimate to be the value of the loss to The Group or other parties;
- What, if any, breaches of internal controls, policy, procedure or other requirements you believe took place;
- Any specific recommendations you have for actions;
- The names of anyone who you have discussed or reported this incident to;
- Your name and contact details. Please note – these will be kept confidential as far as is reasonably practicable; and
- The date and time of making the report.

You will not be expected to prove the wrongdoing that you believe you have witnessed or suspect.

## **8. ANONYMITY**

We understand that disclosures made under this policy may involve highly confidential and sensitive matters and that you may prefer to make an anonymous disclosure.

When this is the case we will endeavour to investigate your concerns fully, although a full investigation may be impeded if we cannot obtain further information from you.

## **9. WHAT HAPPENS FOLLOWING SPEAKING UP?**

The person you contact will acknowledge receipt of your concern within 3 working days and reply to your contact to discuss the next steps with you. If you attend any meetings as part of this process, you may choose to be accompanied to this meeting by a work colleague, recognised Trade Union Representative (if applicable) or a Qualified Legal Professional.

The person managing the meeting may report the incident to other internal departments. For example, in a case of suspected fraud, the Head of Internal Audit will be informed.

Please be assured that these matters will always be kept confidential and where possible, the details of the person or persons reporting the incident will be removed.

## **10. INVESTIGATION**

We will decide how to respond in a responsible and appropriate manner under this policy.

An investigation will be conducted as speedily and sensitively as possible in accordance with all relevant laws and regulations. If appropriate, you will be regularly informed on the progress of these investigations and any action to be taken. The purpose of this investigation is:

- To establish if a wrongdoing has occurred, and if so to what extent; and
- To minimise the risk of further wrongdoing, to prevent any further loss of assets, damage to reputation and to protect all sources of evidence.

We will endeavour to handle investigations as fully, promptly and fairly as possible. As far as reasonably practicable, the confidentiality of the person reporting the suspected wrongdoing will be maintained.

It is not possible to set a specific timeframe for completion of investigations in advance, as the diverse nature of potential disclosures makes this unworkable. Most investigations will be managed internally but we may appoint an external investigator or investigating team if we think it appropriate.

The process for the management of investigations is outlined in Appendix A.

Any person found to be involved in any wrongdoing will be subject to investigation using the local disciplinary procedure (in the case of employees) or may have their contract terminated (in the case of freelancers, casual or temporary agency staff and contractors).

Where it is believed that criminal activity has taken place, the matter may be reported to the police and appropriate legal action taken.

If you are not satisfied with the investigation or its conclusion, you should write directly to the Chairman of the Audit Committee. Where this is not appropriate, you should write to The Group's Chairman, detailing your concerns.

## **11. PROTECTION**

The Merkin Group undertakes that no one who reports any concern under this policy in good faith will be subjected to any detriment for coming forward, regardless of whether or not the concern is ultimately substantiated.

In the event that a reporter believes that they are being victimised or subjected to a detriment by any person within the company as a result of reporting a concern or assisting the company in any investigation under this policy they must inform the

Group HR Director or the Chairman of the Audit Committee immediately and appropriate action will be taken to protect them from any reprisal.

## **12. DISCIPLINARY ACTION**

If during the course of the investigation it is discovered that the matter has not been reported in good faith, this will be subject to investigation under the local disciplinary procedure.

## **13. REPORTING ALLEGATIONS OF FRAUD**

Fraud means any theft or other misappropriation of money or property. All actual or suspected incidents of fraud should be reported without delay to the relevant line manager who must then notify the Director of Risk & Compliance.

In cases involving suspected fraud, the Director of Risk & Compliance will normally lead or have oversight of the initial fact finding investigation to determine the evidence available and decide if any specialist advice is required.

A confidential report will be prepared covering:

- Quantification of losses (or best estimate);
- Strategy for recovery of losses;
- A summary of the resources taken to complete the work;
- Actions taken to prevent and detect similar incidents; and
- Recommendations on how to reduce the risk of reoccurrence.

## **14. DATA PROTECTION AND PRIVACY**

All information shall be treated confidentially as far as reasonably practicable. There may be circumstances where, because of the nature of the investigation or disclosure, it will be necessary to disclose your identity. In such circumstances every effort will be made to inform you before such disclosure are made.

If it is necessary for you to be involved in an investigation (for example by providing evidence), the fact that you made the original disclosure will, so far as reasonably practicable, be kept confidential and all reasonable steps will be taken to protect you from any victimisation or detriment as a result of having made a disclosure.

•□•□

Hold a formal meeting with the employee making the complaint to discuss the matter. Inform them of their right to be accompanied at any interview by a legal advisor / trade union representative / work colleague.

- □ Keep the employee up to date with progress on the matter and agree timescales for action.
- □ Notify the employee making the disclosure about the outcome of the investigation, including how the matter will be dealt with and whether they will be required to attend an investigatory interview.
- □ Give details of employee support mechanisms available.

## **15. FURTHER INFORMATION**

If you have any questions about the content or application of this policy, you should contact the Director of Risk & Compliance

## **16. APPENDIX A- MANAGEMENT OF INVESTIGATIONS**

APPENDIX A. –

### MANAGEMENT OF INVESTIGATIONS

An investigating manager will be appointed to lead the investigation into the allegations and will have the following responsibilities:

- Arrange individual interviews with relevant witnesses or individuals and inform them of their right to be accompanied at the meeting by a legal advisor / trade union representative / work colleague.
- Establish the facts/obtain statements/collect documentary evidence.
- Maintain detailed records of the investigation process.
- Make any recommendations for action to be submitted to a more senior manager.

The investigating manager will follow all responsibilities towards the employee or party who raised the disclosure.

The Group Finance Director will then decide the appropriate course of action and whether further investigation is necessary. The purpose of pursuing further investigative work will be done to prevent further loss to The Merkin Group.

The Director of Risk & Compliance will distribute any investigation reports to the Audit Committee for its consideration of the nature of the incident, how the fraud was perpetrated, the measures taken to prevent a recurrence, and any actions required to strengthen systems and responses to fraud.

The Director of Risk & Compliance will need to submit a follow-up report to ensure that recommendations have been actioned.

## **17. AMENDMENTS**

This Policy may only be amended with the approval of the Board of Merkin Pastoral Holdings Pty Ltd or one of its duly constituted Committees subsequently chartered with this responsibility by way of a resolution of the Board

## **18. APPROVAL AND ADOPTION**

This Policy was approved and adopted by the Board on 10 November 2016

Sean Rothsey

Chairman

© 2016

