

What is it?

We want all Koalas to be empowered to “speak up” if you see something that looks wrong. This policy also supports legislation that aims to encourage and to protect “Whistleblowers”.

“Blowing the whistle” is a phrase that means drawing attention to something that is hidden, wrong or illegal. Australian company and tax laws encourage people to blow the whistle when they see something wrong, and the law provides protections for someone who acts as a Whistleblower.

Speaking up when something doesn’t look right is consistent with our overarching **Conduct @ Koala** and with the Values of a Koala.

We are ambitious

Koalas are ambitious to have a positive impact upon the world around us and know and illuminate the difference between right and wrong. We want to make decisions to improve the state of the world and our business. Calling out actions or situations that are inconsistent with the law or our values is a decision that will always be respected at Koala.

We are curious

Koalas are curious to understand the way that everything is connected. This includes having the courage to be honest, direct, genuine and humble in all our communications. It is important that the right people know when something looks wrong.

We are selfless

Koalas are always working to make the world a better place. This includes in our workplace and standing up for what is right

Speak Up @ Koala confirms our support for, and protection of, Whistleblowers and lets you know where and how you can make a report.

We aim to ensure:

- that everyone has the chance to speak up, and remain anonymous if they so wish;
- that every report is heard and acted on if necessary; and
- that any person who makes a report in accordance with this policy (a Whistleblower) is appropriately protected.

A copy of this Policy is available on BambooHR or can be requested from StopLine (see s. 3 below)

Who does it apply to?

Speak Up @ Koala applies to all Koala operations, including all group companies.

The following people are referred to as “Personnel” and are covered by Speak Up @ Koala:

- Koala’s officers and employees;
- Koala’s consultants, secondees and volunteers;
- Koala’s contractors, suppliers and their employees;

A Whistleblower can be:

- any of our current or former Personnel;
- any current or former associate of Koala - someone who is not Personnel but who undertakes activities on behalf of or with Koala; or
- any current or former spouse, dependent or relative of any Personnel or associate of Koala.

How does it work?

Speaking up to StopLine

You can speak up by contacting **StopLine**, a 24 hour on-call service that is a confidential, independent provider of Whistleblowing services.

Koala urges you to report behaviour or activities that could be illegal, unethical, or against Koala values. In section [1. Detail on what we’d like you to speak up about](#) we’ve included a list of things we’d like you to speak up about.

StopLine will take full details of your concerns via telephone, mail, email, StopLine’s mobile applications or their website - see below for StopLine contact information:

Phone: 1300 30 45 50 (including the National Relay Service and Foreign Language Support)

Website & Online Reporting Form: <https://koala.stoplinereport.com/>

Email: koala@stopline.com.au

Mail: Koala. c/o StopLine, PO Box 403, Diamond Creek, VIC 3089

StopLine 365 iPhone/Android Application: This app is available to be downloaded from the Apple App store or Google Play.

Remaining Anonymous

If you wish to remain anonymous, you may do so. However, you may wish to consider maintaining an ongoing two-way communication with StopLine so that they can ask follow-up questions or provide feedback. During follow-up conversations, you can refuse to answer any questions that you consider may reveal your identity.

Investigating the report

StopLine will review reports and direct those that require further investigation to either Koala's VP, Thrivability & Legal or Koala's Head of People & Culture. They will organise to investigate the report themselves or engage an external qualified investigator. In section [2. Detail on Investigation and Confidentiality](#) we've included details on the investigation approach, and how we protect your confidentiality.

Protections for Whistleblowers

Koala has a legal obligation to protect Whistleblowers from any retaliation as a result of speaking up. In section [3. Detail of Whistleblower Protection](#) we've included information on these protections.

External channels for Whistleblowing

While Koala would like you to use our mechanisms to speak up, you can access a number of external channels. At section [7. Detail of external channels for speaking up](#) we've included information about this.

Detail on when we'd like you to speak up

A Whistleblower is protected by Whistleblower protection laws if they report known or suspected conduct by:

- a Koala director, officer or employee or contractor, or
- any person who has business dealings with Koala.

that

- is dishonest, fraudulent or corrupt, or involves bribery or corruption, or an improper state of affairs or otherwise amounts to an abuse of authority;
- is illegal, including theft, drug sale or use, violence, or threatened violence, harassment, intimidation, or criminal damage to property;
- is in breach of Commonwealth or state legislation or local authority by-laws;

- is unethical, including dishonestly altering company records or data, adopting questionable accounting practices, or the unauthorised disclosure of confidential information;
- breaches Conduct @ Koala or other Koala policies;
- is potentially damaging to Koala, a Koala employee or a third party, or the public or the financial system, such as unsafe work practices, environmental damage, health risks or substantial wasting of company resources;
- amounts to an improper state of affairs or circumstances, in relation to the tax affairs of Koala, a related company or associated entity and this information may assist the recipient to perform their functions or duties in relation to those tax affairs;
- may cause financial or non-financial loss to Koala, damage its reputation or be otherwise detrimental to Koala's interests; or
- is an attempt to conceal or delay disclosure of any of the above conduct.

This is known as Reportable Conduct. Reportable Conduct does not include conduct that is more appropriately raised under other policies, such as personal workplace grievances or concerns which relate to individual working arrangements. Concerns of that nature should be raised with People & Culture, or your supervisor.

Before conduct is reported, the Whistleblower must have reasonable grounds to suspect that Reportable Conduct has occurred. This doesn't mean you have to have all the information or be able to "prove" that something has happened. That's what an investigation is for. The investigation will focus on the substance of the disclosure, not the motivation for speaking up.

However, individuals must not make baseless reports or knowingly provide false or misleading information regarding Reportable Conduct or Detrimental Action. Doing so may result in disciplinary action up to and including termination of employment.

What if you have somehow been involved?

A Whistleblower who has not engaged in serious misconduct or illegal conduct may be provided with immunity from disciplinary proceedings. However, Koala cannot provide immunity from civil penalties or criminal prosecution.

Not sure whether to speak up?

If you are uncertain whether you should report something, contact StopLine and discuss it confidentially with them.

Detail on Investigation and confidentiality

Confidentiality

All information provided by a Whistleblower will be treated as confidential and maintained securely. Any breach of confidentiality will be treated as a serious disciplinary matter.

The identity of a Whistleblower (or information that is likely to lead to them being identified as a Whistleblower) will be kept confidential, unless any of the following apply:

- they consent to this information being disclosed;
- during the investigation of a report, Koala needs to disclose information that may lead to the Whistleblower being identified. All reasonable steps will be taken to ensure that the Whistleblower's identity is not disclosed;
- Koala needs to disclose this information to obtain legal advice or representation;
- Koala is required to do so by law (for example where Koala must disclose this information to an external regulator, APRA, ASIC, a member of the police, or Koala is ordered to do so by a court);
- Koala needs to disclose the information to prevent a serious and imminent threat to life, health or property.

There are serious consequences for anyone who breaches the confidentiality of any aspect of a Whistleblower complaint or investigation, particularly if this identifies the Whistleblower. The consequences could include disciplinary action (including possible dismissal) for employees, and civil or even criminal penalties.

This applies even if they did not receive the disclosure but received the information indirectly.

Koala will ensure that files and records relating to disclosures are kept confidential and stored securely.

Investigating the disclosure

If you make a disclosure as a whistleblower, this will be reported by StopLine on a confidential basis to VP, Thrivability & Legal of Koala, or Koala's Head of People & Culture, who will take on the role of Whistleblower Investigation Officer. They will begin an investigation as soon as possible. This may include appointing a qualified external investigator to investigate the matter.

The person to whom you disclose your disclosable matter will:

- not disclose your identity (if it is known) to anyone without your written consent (other than if an exception applies);

- if they are not the Whistleblower Investigation Officer, notify the Whistleblower Investigation Officer of the disclosure (unless that person is involved in the disclosable matter, in which case they will consult with the CEO who will appoint an acting Whistleblower Investigation Officer);
- take immediate action where, for example, theft has taken place, security is at risk, or immediate recovery is possible— and contact the CEO if the Whistleblower Investigation Officer cannot immediately be reached; and
- explain that people may guess your identity if, for example, you have previously mentioned to other people that you are considering making a disclosure or if you are one of a very small number of people with access to the information.

Should the disclosable matter relate to the CEO or contain sensitive information that should not be disclosed to the CEO, the whistleblower can disclose the disclosable matter directly to a member of the board and ask that it is not shared with the CEO. If an investigation is conducted, investigation findings will be documented and reported to the Board while preserving confidentiality. How this will be done will depend on the nature of the disclosure. In most cases, you will receive details of the outcome of the investigation but there may be circumstances where it may not be appropriate to provide you with that information.

Fairness all round

In conducting the investigation, the Whistleblower Investigation Officer will ensure that procedural fairness and appropriate confidentiality is provided to anyone who is accused of, or potentially implicated in wrongdoing. Instructions to external investigators will include the requirement for procedural fairness.

Detail of Whistleblower protection

A Whistleblower who reports Reportable Conduct through StopLine or one of the external channels must not be subjected to Detrimental Action for reporting the Reportable Conduct. This is a protection provided by the law, and one that Koala strongly supports.

In this Policy, Detrimental Action includes the following (even if done unintentionally):

- action causing injury, harm, loss or damage (including psychological harm);
- damaging a person's property, reputation, business or financial position or causing any other damage to a person;
- intimidation, bullying or harassment;
- discrimination or other adverse treatment in relation to the Whistleblower's employment, career, profession, trade or business, including dismissal, demotion or the taking of other disciplinary action;

- current or future bias;
- action that constitutes the making of a threat to cause any such Detrimental Action to another person; or
- any conduct which incites others to subject the Whistleblower to any of the above conduct.

What support and protections are provided to Whistleblowers?

Part of the role of StopLine is to safeguard the interests of Whistleblowers, to assist them to understand the process and the available protections and to ensure the integrity of the whistleblowing mechanism. Whistleblowers who are an employee or officer of Koala:

- are entitled to support through StopLine, and
- may explore options such as taking leave, relocation to another area of business, or a secondment arrangement while the concern is being investigated.

Employees will not be subject to disciplinary action for making a disclosure of Reportable Conduct under this policy on reasonable grounds. They may, however, still be subject to disciplinary action for misconduct that is revealed as a result of the disclosure. Koala may take the disclosure into account when determining the nature of any disciplinary action.

What are the consequences of Detrimental Action?

An employee who is found to have subjected a Whistleblower to Detrimental Action will be subject to disciplinary action (which may include termination of employment) and may be guilty of an offence that is subject to prosecution under legislation.

Koala may terminate the contract or engagement of non-employees or take other corrective action.

Whistleblower protections in the law

Whistleblower Protection Laws also prohibit victimisation and Detrimental Action. If a court finds that victimisation has occurred, the court may order the victimiser and/or Koala to:

- pay compensation to the person who was subject to the victimisation;
- pay substantial fines and/or go to jail.

If Whistleblowers make a protected disclosure under the Whistleblower Protection Laws, these laws provide that:

- they cannot be subject to any civil, criminal or administrative liability, for making a protected disclosure;

- they may be subject to civil, criminal or administrative liability for conduct that is revealed by their disclosure.

However, if the disclosure is required to be made to a Regulatory Authority, or is an Emergency Disclosure as permitted under the *Corporations Act*, the information is not admissible in evidence against the Whistleblower in criminal proceedings, or in proceedings for the imposition of a penalty, except for proceedings in respect of providing false information.

IMPORTANT NOTE:

If any Whistleblower thinks that the person to whom they made a disclosure of Reportable Conduct has not dealt with the report sufficiently, or at all, they may raise the concern with the Chief Executive Officer.

Detail of external channels for speaking up

It is Koala's preference that whistleblowing disclosures are made to StopLine.

You are however able to make disclosures of the Reportable Conduct to another eligible recipient, as provided for by the *Corporations Act*. An eligible recipient includes any of the following people:

- one of our officers or senior managers;
- our auditor, or a member of the team conducting our audit;
- Australian Securities and Investments Commission (ASIC);
- Australian Prudential Regulatory Authority (APRA);
- another Commonwealth Authority that has been nominated under the *Corporations Act*; or
- a lawyer who acts for you.

If your disclosure relates to our tax affairs, you may also contact an auditor, prescribed tax agent director, secretary or any other employee or officer whose duties relate to our tax affairs.

The *Corporations Act* also allows for the making of Public Interest Disclosures and Emergency Disclosures as per below:

Public Interest Disclosures

The *Corporations Act* allows for the making of Public Interest Disclosures provided that specific requirements are met. In order to make a public interest disclosure:

- You must have previously made a disclosure to ASIC, APRA or a Commonwealth authority;
- At least 90 days have passed since that disclosure;

- You have reasonable proof that no action is being taken to address your disclosure within 90 days. This means you must write to the body again. You must include enough information to identify your previous disclosure and state that you intend to make a public interest disclosure.
- You must also have reasonable grounds to believe that further disclosure is in the public interest.

Public interest disclosures can only be made to a Member of Parliament or a Journalist, and you can only disclose information to the extent necessary to inform the recipient of your concerns.

Emergency Disclosures

The *Corporations Act* allows for the making of emergency disclosures in the following circumstances:

- You must have previously made a disclosure to ASIC, APRA or a Commonwealth authority;
- You have reasonable grounds to believe the information concerns a substantial and imminent danger to people or the environment;
- You write to the body again and include sufficient information to identify the previous disclosure; and state that you intend to make an emergency disclosure.

Emergency disclosures can only be made to a Member of Parliament or a Journalist, and you can only disclose information to the extent necessary to inform the recipient of your concerns.

Governance

Review of Speak Up @ Koala

From time to time, this Policy will need to change to keep up with our values, best practice improvements, as well as legislation and regulations. Any changes to this Policy will be communicated to all employees and any relevant stakeholders. This Policy and any changes made do not form part of any contract of employment.

Any changes to the Policy must be approved by the Chief Executive Officer and endorsed by the Directors.

Koala's Audit & Risk guild will be regularly updated on Koala's Whistleblowing program, inclusive of reports, investigations, and results. Reports or investigations carrying an undue amount of risk will be reported to the executive outside of regular updates. The Directors at any time can ask about anonymous reports, investigations, as well as the state of Koala's whistleblowing program.