



# WHISTLEBLOWER POLICY

## Version Control

Version	Author	Policy Owner	Management Approver	Board Approval	Changes
1.0	External legal counsel	Head of People and Culture	Bradley Latham CEO	Sept 2023	Document creation
2.0	Head of Governance, Risk and Compliance	Head of People and Culture	Bradley Latham CEO	N/A	Updates to SML roles (Nov /24)

## **1. Purpose**

The Whistleblower Laws protect a person who comes forward to report concerns about any misconduct or improper or unlawful conduct within Sydney Markets Limited (whistleblower).

## **2. Introduction**

Sydney Markets Limited is committed to maintaining a strong culture of compliance. All directors, officers, staff and contractors are encouraged to report any improper conduct, misconduct or serious unlawful conduct they witness in the workplace.

This policy explains:

- (a) the Whistleblower Laws;
- (b) what directors, officers, staff and contractors of the Sydney Markets Limited can do if they want to report something that may be covered by the Whistleblower Laws;
- (c) what a director, officer or a staff member must do if they receive a report from a whistleblower; and
- (d) what action Sydney Markets Limited will take if it receives a whistleblower report.

## **3. Scope**

This policy applies to all directors, officers, staff and contractors of Sydney Markets Limited (**staff**) and will be made available on the Sydney Markets Limited website and in the employee induction handbook.

A person is a whistleblower, if they fall within any of the following categories, currently or in the past, and can access the rights and protections available under the Whistleblower laws from when the whistleblower reports the conduct:

- (a) A director, officer or employee of Sydney Markets Limited;
- (b) A person who supplies goods or services to Sydney Markets Limited or an employee of an organisation that supplies goods or services to Sydney Markets Limited;
- (c) A person who is an associate of Sydney Markets Limited; or
- (d) A relative or dependent of a person referred to at (a) to (c) above or of such person's spouse

A person does not have to register as a whistleblower or identify themselves in order to qualify for protection. A report can be made anonymously.

#### **4. Whistleblower Protection**

- (a) Staff can access the rights and protections under the Whistleblower Laws if they report misconduct, improper conduct or potential breaches of law within Sydney Markets Limited. Reports made anonymously will still be protected.
- (b) A whistleblower will be immune from any civil litigation (i.e. breach of contract), criminal prosecution or administrative legal action (including disciplinary action) for making a report about Reportable Conduct — the term is defined in clauses 5 and 6 below.
- (c) Only reports that are about Reportable Conduct are protected by the Whistleblower Laws. A person who maliciously or vexatiously makes disclosures or makes false disclosures may be subject to disciplinary action.
- (d) Any staff member who participates, assists or is in any way involved with an investigation will also be protected.

### **Reportable Conduct**

#### **5. What is reportable conduct?**

Any matter that a discloser has reasonable grounds to believe is:

- (a) misconduct; or
- (b) an improper state of affairs or circumstances; or
- (c) is in breach of Sydney Markets Limited's policies or the law

is a Reportable Matter, and should be reported in accordance with this policy. Personal work-related grievances are excluded from this policy.

#### **6. Reportable matters**

Reportable Matters include any conduct that involves:

- (a) dishonest behaviour;
- (b) fraudulent activity;
- (c) unlawful, corrupt or irregular use of company funds or practices;
- (d) illegal activities (including theft, dealing in or use of illicit drugs, violence or threatened violence and criminal damage against property);
- (e) unethical behaviour;
- (f) improper or misleading accounting or financial reporting practices;

- (g) a breach of any legislation relating to Sydney Markets Limited's operations or activities, including the Corporations Act 2001 (Cth);
- (h) behaviour that is oppressive, discriminatory or grossly negligent;
- (i) an unsafe work practice;
- (j) any behaviour that poses a serious risk to the health and safety of any person at the workplace;
- (k) a serious risk to public health, public safety or the environment;
- (l) any other conduct which may cause loss to Sydney Markets Limited or be otherwise detrimental to the interests of Sydney Markets Limited.

## **Making a report**

### **7. Reporting procedures**

- (a) To qualify for protection under the Whistleblower Laws a report must be sent to an 'eligible recipient':

A report can be sent to:

- i Head of People and Culture
- ii Head of Governance, Risk & Compliance, email: [rcm@sydneymarkets.com](mailto:rcm@sydneymarkets.com)

In addition, a whistleblower report can also be sent to:

- iii Your Call via phone on 1300 790 228 or [online form](#).
  - iv any senior manager of Sydney Markets Limited. A 'senior manager' is a person holding the following roles: Chief Executive Officer, Chief Operating Officer or Chief Financial Officer; or
  - v a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions under the *Corporations Act 2001* or *Taxation Administration Act 1953*.
- (b) A whistleblower may not qualify for protection under the Whistleblower Laws if they send a report to a party other than those listed above.
  - (c) All reports should contain reasonably detailed information including, dates, places, persons, witnesses, amounts, and other relevant information, in order to allow for a reasonable investigation to be conducted. Such information will greatly assist Sydney Markets Limited to properly investigate the claims made in the report.

- (d) If the whistleblower discloses his or her name or provides a way to communicate with the whistleblower, the person receiving the disclosure will acknowledge having received the disclosure.
- (e) If a report is submitted on an anonymous basis and no contact details are provided, there will not be an opportunity for Sydney Markets Limited to obtain the information it needs to conduct a fulsome and effective investigation. Whistleblowers are encouraged to identify themselves or at least provide a way for Sydney Markets Limited to communicate with the whistleblower.

## **8. Post disclosure procedure**

- (a) Sydney Markets Limited will take all reasonable steps to protect the identity of the whistleblower and mitigate the risk of the whistleblower being identified.
- (b) Once a disclosure has been received from a whistleblower, Sydney Markets Limited will consider the most appropriate action. This may include an investigation of the alleged conduct.
- (c) Any investigation in relation to a disclosure will be conducted promptly and fairly, with due regard for the nature of the allegation and the rights and interests of the persons involved in the investigation.
- (d) During the investigation, the investigator will be provided access to all relevant materials, documents, and records. The directors, officers, employees and agents of Sydney Markets Limited will be asked to cooperate fully with the investigator.
- (e) Where possible, Sydney Markets Limited will communicate with the whistleblower and disclose its decision regarding the report including the outcome of any investigation.
- (f) All members of staff must in good faith, cooperate with Sydney Markets Limited for the purpose of assisting Sydney Markets Limited to investigate allegations made within or in connection with a whistleblower report and must promptly comply with any directions made by Sydney Markets Limited.

## **9. Communications with the whistleblower**

- (a) Provided the whistleblower provides a method of communication, Sydney Markets Limited will keep the whistleblower informed about the outcome of an investigation.
- (b) When communicating with the whistleblower, to ensure fair treatment, Sydney Markets Limited will consider the rights and interests of the parties in respect of whom the allegations are made.

## **10. Breaches**

- (a) Without limiting any other clause of this Policy, any staff member of Sydney Markets Limited will be in breach of this Policy if they:
  - i Fail to respond to a direction;
  - ii Unreasonably delay responding to a direction;
  - iii Do not cooperate with Sydney Markets Limited during an investigation including without limitation, answering questions put to the staff member/employee;
  - iv Do anything that obstructs the investigation; or
  - v Do anything that is likely to impact the investigation adversely or cause detriment to the whistleblower.
  
- (b) Sydney Markets Limited and any staff member who receives a whistleblower report will be in breach of the Whistleblower Laws and may be liable for civil and criminal penalties if the whistleblower suffers detriment as a result of:
  - i Sydney Markets Limited or staff disclosing the identity of the whistleblower or information that is likely to result in the identification of the whistleblower; or
  - ii adverse action taken by Sydney Markets Limited against the whistleblower or threats of detriment made to the whistleblower by Sydney Markets Limited or any staff in relation to the allegations in the report.
  
- (c) Civil penalties include payment of compensation to the whistleblower.
  
- (d) Any breach of this Policy may lead to disciplinary consequences up to and including termination of employment, engagement or appointment.

## **Definitions**

**Sydney Markets Limited** means Sydney Markets Limited and any Related Body Corporate.

**Whistleblower Laws** means the whistleblower protections arising under the *Corporations Act 2001 (Cth)* and the *Taxation Administration Act 1953*.