

Whistleblower Policy

Helloworld Limited

ABN 60 091 214 998

Adopted 1 May 2011

Effective 1 May 2011

Whistleblower Policy

1. Summary

- 1.1 A whistleblower program is an important element in deterring illegal, unethical and improper conduct.
- 1.2 The Helloworld Limited Standards of Conduct Policy (**Standards of Conduct**) requires all Directors and employees of Helloworld Limited and the companies controlled by Helloworld Limited (together **Helloworld Limited**), agents, contractors and consultants of Helloworld Limited (referred to as **Employees** in this Policy) to act:
- (a) ethically, honestly, responsibly and diligently;
 - (b) in full compliance with the letter and spirit of the law and the Standards of Conduct; and
 - (c) in the best interest of Helloworld Limited.
- 1.3 The purpose of this Policy is to:
- (a) create awareness of the Policy;
 - (b) inform Employees of the procedures by which a disclosure can be made;
 - (c) encourage Employees to report their concerns preferably openly but, if necessary, anonymously; and
 - (d) assist in reports of possible illegal, unethical or otherwise improper conduct being responded to appropriately.

2. Scope of this Policy

This Policy is not intended to replace or supersede other policies within Helloworld Limited dealing with regular and ad hoc internal reporting. It is to be read in conjunction with other policies, including the Standards of Conduct.

3. What is a Reportable Matter

- 3.1 A 'Reportable Matter' is any concern about a possible breach by Helloworld Limited, or an officer or Employee of Helloworld Limited, of the law or the Standards of Conduct, including, for example:
- (a) fraudulent or other illegal activity or a criminal offence;
 - (b) failure by Helloworld Limited or a representative of Helloworld Limited to comply with any legal obligation;
 - (c) failure to comply with any obligation under the *Corporations Act 2001* (Cth) or as a company listed on the ASX Limited;
 - (d) failure to comply with the *Competition and Consumer Act 2010* (Cth) with a customer or client of Helloworld Limited;
 - (e) breach of internal policies or procedure;
 - (f) corrupt conduct;

- (g) unethical conduct; or
 - (h) any deliberate concealment relating to the above.
- 3.2 Helloworld Limited has in place a range of procedures by which Employees can report concerns about a possible breach by Helloworld Limited, or an officer or Employee of Helloworld Limited, of the law or the Standards of Conduct. Employees should generally raise their concerns using those mechanisms.
- 3.3 Where an Employee is apprehensive about raising his/her concern because of the fear of possible adverse repercussions to them in relation to a Reportable Matter, they may report the matter in accordance with the terms of this Policy. Otherwise, the report should be made using the existing procedures.

4. Making a Report

- 4.1 Where an Employee (**Reporting Staff Member**) is aware of any Reportable Matter and has concerns about possible adverse repercussions to them in relation to a Reportable Matter (see section 3 above), they are encouraged to report (**Report**) it to any member of the Protected Disclosures Committee (**Committee**).
- 4.2 Helloworld Limited would prefer that Employees make a Report openly and disclose their identity. However, under this Policy Employees can make a Report anonymously (although Reports made in accordance with clause 8 cannot be made anonymously). Employees should be aware that it will be more difficult to investigate a Report that is made anonymously and maintaining anonymity of the Employee's identity may be difficult where the nature of the Report points to one particular individual having made it or due to the inherent nature of any investigation process.
- 4.3 The Committee members are: the Chief Financial Officer (**Chairman**), GM Corporate Affairs and the General Counsel.
- 4.4 The quorum for a meeting of the Committee is two members. Decisions of the Committee are by simple majority of those members of the Committee available and present when a decision is required.
- 4.5 The GM Corporate Affairs will act as the Protected Disclosure Co-ordinator (**PDC**) and will be the Secretary of the Committee.
- 4.6 If the Report involves:
- (a) a Director or a member of the Helloworld Limited executive management; or
 - (b) involves a major financial issue,
- the Reporting Staff Member shall report the matter to the Chairman of the Committee who will (subject to obtaining the consent, if required, from the Reporting Staff Member) immediately discuss the matter with the Chairman and the Chairman of the Audit Committee of the Helloworld Limited Board.
- 4.7 If the Report involves a Committee member, the Reporting Staff Member shall report the matter to the other members of the Committee.
- 4.8 Reports can also be made by post to the Helloworld Limited Protected Disclosures Committee, Level 3, 77 Berry Street, North Sydney, NSW, 2060.
- 4.9 Any Report made to a Director or executive of Helloworld Limited is, (subject to obtaining the consent, if required, from the Reporting Staff Member), to be referred to the Committee.

5. Accepting a Report as a Protected Disclosure

- 5.1 Upon receipt of a Report, the Committee will decide whether to accept the Report and to treat the Report as a protected disclosure for the purposes of this Policy (**Protected Disclosure**).
- 5.2 Part 9.4AAA of the Corporations Act includes certain obligations in relation to protected disclosures relating to alleged breaches of the Corporations legislation (as that term is defined in the Corporations Act (**Corporations Legislation**)). The Committee may be obliged to accept a Report as a Protected Disclosure where a breach of the Corporations Legislation is alleged.
- 5.3 The Committee may decline to accept a Report as a Protected Disclosure if the Committee considers that:
- (a) the alleged conduct is not a Reportable Matter within the scope of the Policy;
 - (b) the Report is not made in good faith or is frivolous, vexatious or malicious;
 - (c) the Report is made anonymously and there is insufficient information to allow the Committee to investigate the matter;
 - (d) the subject matter of the Report has been satisfactorily dealt with or resolved previously through the Protected Disclosure procedure (unless another alleged incident has occurred since);
 - (e) the subject matter of the Report has been satisfactorily dealt with or resolved through another grievance, reporting, complaint or claims procedure. The Committee will decline to accept a Report as a Protected Disclosure if the Report is in effect an 'appeal' from a decision already made by Helloworld Limited under another grievance, reporting, complaint or claims procedure; or
 - (f) some other more appropriate grievance, reporting, complaint or claims procedure in relation to the subject matter of the Report is available to the Reporting Staff Member – for example, the matter should be reported under the Standards of Conduct complaints procedure or through occupational health and safety reporting mechanisms.
- 5.4 Where a Report is accepted as a Protected Disclosure, the Employee who made the Report will be a Reporting Staff Member for the purpose of this Policy.

6. Investigation

- 6.1 Where the Committee has accepted a Report as a Protected Disclosure and the Committee considers the subject matter of the Protected Disclosure is significant, the Committee will generally conduct an investigation.
- 6.2 The objective of an investigation will be to locate, identify or gather evidence regarding the matters alleged in the Protected Disclosure.
- 6.3 The investigation may be conducted by a Committee member or another person appointed by the Committee.
- 6.4 The Committee will be entitled to direct access to external financial, legal and operational advisers as required.
- 6.5 Any person appointed by the Committee to conduct the investigation will be entitled to direct access to external financial, legal and operational advisers as required and as approved in advance by the Committee.

- 6.6 If the Reportable Matter involves an allegation of a criminal offence, the Committee may seek assistance from the General Counsel and/or an external advisor.
- 6.7 Where the Committee considers it necessary or appropriate, the Reporting Staff Member will receive feedback on the progress of the investigation, subject to commercial, legal and confidentiality restraints. Where the Report has been made anonymously, this will not be possible.
- 6.8 To the extent possible, the investigation shall be independent of the business units concerned, the Reporting Staff Member and any Employee who is the subject of the Reportable Matter.
- 6.9 If the Committee considers it necessary or appropriate, the Reporting Staff Member will be advised of the outcome of the investigation. Where the Report has been made anonymously, this will not be possible.
- 6.10 In certain circumstances, it may be necessary to depart from the process outlined above.

7. Protection of the Reporting Staff Member - General

- 7.1 Where a Reporting Staff Member makes a Report that is a Protected Disclosure, the person to whom the report is made must ensure that the identity of the Reporting Staff Member is kept as confidential as practicable. Where the identity of the Reporting Staff Member is to be disclosed, the Reporting Staff Member should, where practicable, be informed of this in advance.
- 7.2 Maintaining confidentiality regarding the identity of the Reporting Staff Member may be difficult where the nature of the Report points to one particular individual having made it or due to the inherent nature of the investigation process. The Committee may need to discuss with the Reporting Staff Member the possibility that other staff may deduce his or her identity without the Committee having told the individual of the Reporting Staff Member's identity.
- 7.3 The Committee must ensure that all documentation and information relating to the Report is kept secure.
- 7.4 To the extent practicable, the Reporting Staff Member should not be subject to disciplinary sanctions in respect of matters which are the subject of the Report unless they have engaged in serious misconduct or illegal conduct (provided that the disclosure is made in accordance with this Policy in good faith and the Reporting Staff Member has reasonable grounds to suspect that a Reportable Matter has occurred).
- 7.5 Immunity from criminal proceedings cannot be granted.

8. Protection of the Reporting Staff Member – Corporations Legislation

- 8.1 Where a Reporting Staff Member makes a Report that relates to a breach or alleged breach of the Corporations Legislation (**CL Report**), the person to whom the report is made must ensure that the identity of the Reporting Staff Member is kept confidential, other than:
- (a) with the consent of the Reporting Staff Member; or
 - (b) as required or authorised by the Corporations Act or otherwise by law.
- 8.2 In order to be treated as a protected disclosure under the Corporations Act, the Reporting Staff Member must disclose their identity before making the CL Report. In the event that the Reporting Staff Member declines to identify themselves prior to making the CL Report, any such Report cannot be dealt with under this clause 8 and must be dealt with in accordance with clause 7.

- 8.3 Maintaining confidentiality regarding the identity of the Reporting Staff Member may be difficult where the nature of the CL Report points to one particular individual having made it or due to the inherent nature of the investigation process. The Committee may need to discuss with the Reporting Staff Member the possibility that other staff may deduce his or her identity without the Committee having told the individual of the Reporting Staff Member's identity.
- 8.4 The Committee must ensure that all documentation and information relating to the CL Report is kept secure.
- 8.5 Information received from the Reporting Staff Member must be held in the strictest confidence and can only be disclosed by the recipient of the CL Report to someone else:
- (a) with the consent of the Reporting Staff Member; or
 - (b) as required or authorised by the Corporations Act or otherwise by law.
- 8.6 The Reporting Staff Member must not be subject to detriment or threatened detriment or disciplinary sanctions (including enforcement or exercise of any contractual or other remedy or right), in respect of, or as a result of making, a Protected Disclosure which is the subject of a CL Report unless:
- (a) the disclosure has not been made in good faith; or
 - (b) the Reporting Staff Member did not have reasonable grounds to suspect that a Reportable Matter had occurred.
- 8.7 Immunity from criminal proceedings cannot be granted.

9. Reporting Staff Member Protection Officer

- 9.1 Where requested by the Reporting Staff Member, a Reporting Staff Member Protection Officer (**RSMPO**) will be appointed by the Committee. This will not be possible where the Reporting Staff Member has made the Report anonymously. The RSMPO will generally be the HR Manager of the Reporting Staff Member in question. The role of RSMPO is to safeguard the interests of the Reporting Staff Member in terms of any applicable legislation (including the Corporations Act), and this Policy. Following such appointment, the Committee will brief the RSMPO in relation to the Protected Disclosure.

10. Wrongdoing/Action

- 10.1 Where any wrongdoing is uncovered by the Committee as a result of a Protected Disclosure, the Committee will report the matter to the CEO, or in the case of a serious or substantial wrongdoing, to the Helloworld Limited Board who, in each case, will determine the appropriate response.

11. False Reporting

- 11.1 If it is found that an Employee making a Report (whether accepted as a Protected Disclosure or not) has knowingly made a false Report or not made a Report in good faith, then the conduct of the Employee will be considered a serious matter. The Employee may be subject to disciplinary action, which may include termination of the Employee's employment (without notice or payment in lieu of notice).

12. Reporting

The Committee must:

- (a) provide a quarterly report to the Chief Executive Officer; and
- (b) an annual report to the Audit Committee,

regarding:

- (c) Reports made; and
- (d) Reports accepted as Protected Disclosures.

13. General

Helloworld Limited may vary or rescind any policies or procedures from time to time in its absolute discretion without notice and without any limitation on its capacity to do so. This Policy does not form part of any Employee's contract of employment and Helloworld Limited also reserves the right to depart from this policy as it sees fit.

14. Questions

Any questions about this Policy should be directed to the General Counsel or Company Secretary.