



## Whistleblower Policy

### Purpose

Priceline Sisterhood Limited as trustee for the Priceline Sisterhood Foundation (**Foundation**) is committed to the highest standards of conduct and ethical behaviour in all of our activities, and to promoting and supporting a culture of honest and ethical behaviour, corporate and charitable compliance and good corporate governance.

The aims of our policy are to:

- Reinforce the Foundation's commitment to identifying and responding to concerns and fostering a culture of continuous improvement;
- Encourage the reporting of suspected or actual wrong doing;
- Provide guidance on how to raise concerns and how those concerns will be investigated;
- Reassure anyone who raises a concern that they can do so without fear of retaliation; and
- Afford natural justice and procedural fairness to anyone who is the subject of a report or allegation of suspected or actual wrong doing.

This Policy also provides a framework for Whistleblowers to make a Protected Disclosure by:

- Providing reasonable protections for a Whistleblower who, in accordance with the Policy, raises concerns about Reportable Conduct (see below for definition and examples); and
- Ensuring allegations of Reportable Conduct are properly and lawfully investigated and addressed.

### Scope

This policy governs the conduct of the Foundation's Board and all people that represent the Foundation, including the Directors and volunteers of the Foundation. In addition, the Foundation expects its Charity Partners, Patron, ambassadors, contractors, consultants, suppliers, and other third parties to familiarise themselves with this Policy and comply with the intent of this Policy in their dealings with the Foundation, or when representing the interests of the Foundation.

### Policy Owner

Foundation's Company Secretary

### What is Reportable Conduct?

A report may be made under this Policy if you believe that the Foundation, or an officer or volunteer of the Foundation, has engaged in conduct (**Reportable Conduct**) which:

- is dishonest, fraudulent or corrupt;
- is illegal (including theft, illicit drug use or sale, violence or threatened violence and property damage or other breach of state or federal law);
- contravenes the Corporations Act, the ASIC Act, and other

- specific legislation; or
- involves any other kind of serious misconduct or concerns an improper state of affairs or circumstances. This could include conduct that is:
  - unethical or in breach of the Foundation's policies (such as dishonestly altering company or charitable records or reports, adopting questionable accounting practices);
  - potentially damaging to the Foundation, a volunteer for the Foundation or a third party (such as unsafe work practices or otherwise endangering health and safety, environmental damage, or abuse of the Foundation's property or resources);
  - an abuse of authority;
  - fraud or theft;
  - a conflict of interest;
  - detrimental to the Foundation's financial position, reputation or interests; or
  - unlawful harassment, discrimination, victimisation or bullying behavior.

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## Protected Disclosure

A Protected Disclosure is a report of Reportable Conduct made in accordance with this Policy. Nothing in this Policy is intended to diminish any additional or alternative protections which may be available at law.

To be protected under this Policy, a Whistleblower must have reasonable grounds to suspect the Reportable Conduct.

Personal work-related grievances, such as an interpersonal conflict between the discloser and another employee, are not Protected Disclosures under the Policy.

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## Whistleblowers

A whistleblower is defined as anyone who makes or attempts to make a report of Reportable Conduct under this Policy. The Foundation encourages anyone with knowledge or reasonable suspicion of Reportable Conduct to report it as soon as possible.

In addition to protections under this Policy, certain legislation may offer statutory protection for whistleblowers. See **Annexure A** which describes the special protections available to whistleblowers who make a Protected Disclosure in accordance with the regime set out in the *Corporations Act 2001* (Cth), and as set out generally in this Policy.

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## Reports

If a person becomes aware of any issue or behavior which he or she considers to be Reportable Conduct, a report may be made in the following ways.

The Foundation has nominated a Protected Disclosure Officer who is trained to receive whistleblower reports. Any person may make a report to a Protected Disclosure Officer:

Company Secretary

Phone: (03) 8855 3000

Email: [whistleblower@api.net.au](mailto:whistleblower@api.net.au)

OR

Australian Pharmaceutical Industries Limited  
Group Manager- Audit Risk and Compliance

Alternatively, a report may be made via the API Whistleblower Hotline which is a free external hotline and reporting service independently operated by ProAct Link.

ProAct Link reporting options are:

- By phone: 1800 888 340 (Australia)
- By email: [report@proactlink.com.au](mailto:report@proactlink.com.au) (Australia)

A report may also be made to a Director of the Foundation.

A report may be submitted anonymously if you do not wish to disclose your identity to a Protected Disclosure Officer or ProAct Link.

Whistleblowers are requested to provide as much information as possible and any known details about the events underlying the report (e.g. date, time, location, name of person(s) involved, possible witnesses to events, evidence of the events (e.g. documents, emails) and steps they have already taken to report the matter elsewhere or to try and resolve the concern).

Where ProAct Link or a Director receives a disclosure, they will promptly provide the details of the disclosure to the Protected Disclosure Officer. Where a discloser provides their contact details, those contact details will not be provided to the Protected Disclosure Officer without the discloser's consent.

## Investigations

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Once a report is received, the Foundation will first consider whether it is appropriate and necessary to conduct an investigation. The Foundation will review all matters reported under this Policy as soon as possible after the matter has been reported.

If a report is made to the Foundation that should have been directed to another appropriate entity, the Foundation will redirect the whistleblower complaint, ensuring the confidentiality of the whistleblower is maintained.

If appropriate to investigate, a Protected Disclosure Officer may appoint a person to assist in the investigation of a matter raised in a report. Where appropriate, a Protected Disclosure Officer or ProAct Link will provide feedback to the whistleblower regarding the investigation's progress and/or outcome (subject to considerations of privacy of those against whom allegations are made).

All investigations will be conducted in an objective and fair manner, and otherwise as is reasonable and appropriate having regard to the nature of the Reportable Conduct and the circumstances.

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## Whistleblower Protection and Support

The Foundation is committed to ensuring confidentiality in respect of all matters raised under this Policy, and those who make a report are treated fairly and do not suffer detriment.

### *(a) Protection of your identity and confidentiality*

Subject to compliance with legal requirements, upon receiving a report under this Policy, the Foundation will not, nor will any supervisor, manager or Protected Disclosure Officer, disclose any particulars that would suggest or reveal the whistleblower's identity as a whistleblower, without first obtaining your consent.

Any disclosure that the whistleblower consents to will be disclosed on a strictly confidential basis. However, the Protected Disclosure Officer is able to disclose the complaint without the whistleblower's consent to ASIC, APRA, ACNC or the Australian Federal Police or other law enforcement or regulatory body that may have jurisdiction over the conduct that is the

subject matter of the report.

*(b) Protection of files and records*

All files and records created from an investigation will be retained under strict security and unauthorised release of information to someone not involved in the investigation (Directors or those assisting with the investigations who need to take appropriate action, or for corporate governance purposes) without the consent of the whistleblower will be in breach of this Policy.

Whistleblowers are assured that a release of information in breach of this Policy will be regarded as a serious matter and will be dealt with in a disciplinary manner (including in accordance with the Foundation's Charter).

*(c) Fairness*

A Board member, volunteer, Charity Partner, contractor or supplier associated with the Foundation who is or believed they are or have been subjected to detrimental treatment as a result of making a report under this Policy should inform a Board member or authorized senior management volunteer immediately. If the matter is not remedied, it should be raised as a report under this Policy as set out above.

Detrimental treatment includes dismissal, demotion, harassment, discrimination, disciplinary action, bias, threats or unfavourable treatment connected with making a report.

The relevant Protected Disclosure Officer can also protect and support the whistleblower.

## Consequences of Making a False Report

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Anyone who knowingly makes a false report of Reportable Conduct, or who otherwise fails to act honestly with reasonable belief in respect of the report may be subject to disciplinary action (including disciplinary options at law).

The disciplinary action or sanction will depend on the severity, nature and circumstance of the false report as well as the policies of relevant industry bodies and legislation, and any agreement or contract in place.

## Reporting

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The Board's Company Secretary is charged with overseeing the Foundation's whistleblower program, and it will be provided with regular reports on whistleblowing and actions taken.

A Protected Disclosure Officer may also report to an authorized senior management volunteer, to enable the Foundation to address any issues.

These reports will be made on a 'no names' basis, maintaining the confidentiality of matters raised under this Policy except to the extent details are required to effectively address the matter.

## Publication and Training

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This Policy will be published on the Foundation's website, [www.pricelinesisterhoodfoundation.com.au](http://www.pricelinesisterhoodfoundation.com.au). Details of the external hotline will also be posted in visible locations at each volunteer's primary workplace.

Training on this Policy will be provided to all Protected Disclosure Officer and any other officers or employees of the Foundation who may receive Protected Disclosures or conduct investigations into reports.

## Review

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This Policy is to be reviewed regularly. Changes to the Policy require Foundation Board's approval.

## Annexure A Protections under the Corporations Act

The *Corporations Act 2001 (Cth)* provides protection to whistleblower disclosures about potential breaches of the Corporations Act, and other misconduct, or information that concerns an improper state of affairs or circumstances, where the following conditions are satisfied:

- 1 the whistleblower is a current or former officer, volunteer, contractor (including employees of contractors) or supplier (including employees of suppliers) and individual associates of the Foundation, or their current or former relatives or dependents, which includes a spouse or former spouse; and
- 2 the report is made to:
  - a Protected Disclosure Officer;
  - a director, officer or authorized senior volunteer of the Foundation;
  - the Foundation's external auditor (or a member of that audit team); or
  - the Australian Securities and Investments Commission (**ASIC**) or the Australian Prudential Regulations Authority (**APRA**); and
- 3 the report is about a disclosable matter and must fall outside the personal work-related grievance carve out.

The protections given by the Corporations Act when these conditions are met are:

- a whistleblower will have immunity from civil, criminal or administrative liability (such as disciplinary action) for making a protected disclosure;
- information received from a protected disclosure will generally not be admissible into evidence against the whistleblower in criminal proceedings or in proceedings for the imposition of a penalty, unless the proceedings relate to the falsity of the information;
- no contractual or other remedies or rights may be enforced or exercised against a disclosure on the basis of the protected disclosure;
- a contract cannot be terminated on the basis that the protected disclosure constitutes a breach of contract;
- it is an offence and a breach of a civil penalty provision if a person discloses either the identity of the whistleblower or information that is likely to lead to the identification of the whistleblower if they obtained the information directly or indirectly from a protected disclosure and the person is not otherwise authorised to make a disclosure under the Corporations Act regime;
- it is both an offence and a breach of a civil penalty provision if a person engages in conduct that actually causes detriment or threatens detrimental conduct to a second person because the victimiser believes or suspects that a protected disclosure has or may be made.

If a whistleblower suffers detriment because of conduct or a threat of detrimental conduct, then a claim may be brought against:

- the individual or company who engaged in the detrimental conduct;
- if the detrimental conduct was engaged in by the company, then current or former officers and employees who conspired or were knowingly concerned in the detrimental conduct;
- a company which has a duty to prevent an individual from engaging in detrimental conduct.

If a whistleblower succeeds in their application, then they may seek compensation, an injunction, an apology, reinstatement of their employment or, in certain circumstances, exemplary damages.