WHISTLEBLOWER POLICY

The Koala Company Ltd
ACN 619 538 671

Speak Up @ Koala (Whistleblower Policy)

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1. Introduction

The Koala Company Ltd and its related companies/subsidiaries ("**Koala**") are committed to fostering a culture of compliance, ethical behaviour and good corporate governance. Koala values teamwork, respect and integrity and wishes to encourage a culture where officers, employees or contractors do not suffer detriment because they report potential misconduct concerns.

This Whistleblower Policy ("**Policy**") has been adopted to provide a safe and confidential environment for people to raise those concerns without fear of reprisal.

We want all of our people to be empowered to "speak up" if they see something that looks wrong.

"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.

2. Scope

This Policy sets out:

- when you will be protected for making a disclosure;
- the protections you will have if you make a protected disclosure; and
- how disclosures made under this Policy will be handled by Koala.

All officers, employees and contractors of Koala, wherever they are based, must comply with this Policy.

Officers and employees of Koala based outside Australia may also be subject to additional local whistleblower requirements in the country in which they are based.

This Policy is available on our website and can also be requested by contacting **StopLine**, a 24 hour on-call service that is a confidential, independent provider of whistleblowing services.

This Policy protects those who are entitled to whistleblower protection under the Australian whistleblower laws (see section 9 of this Policy).

3. Who is protected under this Policy?

You will be protected under this Policy if:

- you are one of the individuals set out in section 4;
- you disclose information about the type of matters set out in section 5.1; and
- you disclose that information:
  - internally to one of the persons set out in section 6; or
  - externally to one of the persons set out in section 9.

4. Who can make a protected disclosure?

You may make a disclosure that qualifies for protection under the Australian whistleblower laws if you are or were:

- an officer or employee of Koala, including permanent, part-time, fixed-term or temporary employees or interns, and secondees;
- a contractor or supplier of goods and services to Koala (whether paid or unpaid) (for example, consultants, service providers and business partners), including an employee of such a contractor or supplier;
- an associate of Koala; or
- a parent, grandparent, child, grandchild, sibling, spouse or dependent of any of the above.

5. Detail on when we'd like you to speak up

Disclosures do not have to be about breaking the law.

Disclosures may be about misconduct or an improper state of affairs or circumstances in relation to Koala (including by a Koala officer or employee) where you have reasonable grounds to suspect has occurred or is occurring in relation to Koala.

Disclosures **solely** about a personal work-related grievance are **not** covered by this Policy and do **not** qualify for protection under the Australian whistleblower laws unless they also relate to any detriment or threat of detriment by reason of you making or being suspected of making a protected disclosure (see section 8.4 for examples of "detriment").

5.1. Examples of disclosable matters

Some examples of matters that qualify for protection under the Australian whistleblower laws include:

- conduct that amounts to a criminal offence or contravention of the *Corporations Act 2001* (Cth) or *Australian Securities and Investments Commission Act 2001* (Cth);
- conduct that is a Commonwealth criminal offence punishable by more than 12 months imprisonment;
- illegal conduct, such as theft, dealing in, or use of, illicit drugs, actual or threatened violence, corruption, bribery, criminal damage to property or breaches of work health and safety laws;
- fraud, money laundering or misappropriation of funds;
- negligence, default, breach of trust or breach of duty;
- conduct that may indicate a systemic issue in relation to Koala;
- conduct relating to business behaviours and practices that may cause consumer harm;
- conduct that represents a danger to the public or the financial system;
- information that indicates a significant risk to public safety or the stability of, or confidence in, the financial system;
- misconduct in relation to Koala's tax affairs; or
- engaging in or threatening to engage in detrimental conduct against a person who has made a disclosure or is believed or suspected to have made, or be planning to make, a disclosure.

5.2. Personal work-related grievances

A personal work-related grievance means a grievance about any matter in relation to your employment or former employment that has, or tends to have, implications only for you personally.

Examples of a personal work-related grievance include (but are not limited to):

- an interpersonal conflict between you and another employee;
- a decision that does not involve a breach of workplace laws (for example, Koala not agreeing to cash out annual leave);
- a decision about your engagement, transfer or promotion;
- a decision about your terms and conditions of engagement, payroll or remuneration (for example, being unhappy about a pay review); or
- a decision to suspend or terminate your engagement, or otherwise discipline you.

If your disclosure is a **solely** personal work-related grievance, you should make it in accordance with our Workplace Behaviours Policy which can be accessed on the Koala Hub.

5.3. Reasonable grounds to make the disclosure

You may still qualify for protection if your disclosure turns out to be incorrect, but you must have reasonable grounds for suspecting that the information you are disclosing concerns misconduct or an improper state of affairs or circumstances in relation to Koala.

A disclosure made without reasonable grounds (such as where you know it to be false) may amount to misconduct and be subject to disciplinary action.

6. Who can I tell?

All of the people listed in this section may receive disclosures that qualify for protection under the Australian whistleblower laws.

However, we encourage you to make your disclosure to **StopLine**, a 24 hour on-call service that provides confidential and independent whistleblowing services.

StopLine	**Telephone**: 1300 30 45 50 (including the National Relay Service and Foreign Language support) **Email**: koala@stopline.com.au **Post**: Koala c/- StopLine PO Box 403, Diamond Creek Victoria 308 **Website**: https://koala.stoplinereport.com **App**: you can download the StopLine 365 from the Apple App st or Google Play store
Whistleblower Protection Officer	**Role**: Global Head of People and Culture **Email**: t.dale@koala.com **Mail**: Unit 12, 38 O'Riordan St, Alexandria, NSW 2015

If you prefer, you may instead make a disclosure to the following people:

- a member of our senior leadership team;
- any other officer (which includes a director or company secretary) or senior manager of Koala; or
- an internal or external auditor[1] (including a member of an audit team conducting an audit on Koala).

[1] Koala's external auditor is KPMG.

7. How do I tell them?

You may make a disclosure at any time to the people identified in section 6 in person, by email, post, or by hand.

If you make a disclosure from or to a Koala email address, your email may be accessed by certain people within our IT department in accordance with Koala's policies. If you are concerned about those limited circumstances in which your email might be accessed, you may prefer to make your disclosure verbally, by mail or by personal email.

You may make your disclosure anonymously (and stay anonymous throughout and after any investigation) and still qualify for protection under the Australian whistleblower laws.

You may wish to obtain independent legal advice before making a disclosure. That communication with your legal adviser will also be protected under the Australian whistleblower laws.

8. Legal protections for disclosers

8.1. Confidentiality and secure record-keeping

Everyone involved in an investigation must take all reasonable steps to reduce the risk that a discloser will be identified.

We will do this by:

- obscuring your name and identifying features from any internal reporting about your disclosure (unless you agree for your identity to be known);
- referring to you in a gender-neutral context (unless you agree for your identity to be known);
- where possible, contacting you to help identify certain aspects of your disclosure that could inadvertently identify you;
- engaging qualified staff to handle and investigate disclosures;
- storing all material relating to disclosures securely;
- limiting access to all information to those directly involved in handling and investigating the disclosure; and
- ensuring that anyone who is involved in handling and investigating your disclosure is aware of the confidentiality requirements.

8.2. Identity protections and exceptions

If you make a protected disclosure, it is illegal for anyone to identify you or disclose any information that is likely to lead to you being identified, unless:

- it is not possible to investigate the disclosure without disclosing information that might identify you (but all reasonable steps must be taken to protect your identity);

- it is necessary to obtain legal advice about your disclosure and the whistleblower laws, in which case, we can pass the information on to our lawyer;

- we need to disclose the information to the Australian Federal Police; the Australian Securities and Investments Commission ("**ASIC**"), the Australian Prudential Regulatory Authority ("**APRA**") or the Australian Taxation Office ("**ATO**"), for the purpose of assisting them in the performance of their functions or duties; or we need to disclose the information to the ATO, if the disclosure concerns Koala's tax affairs or the tax affairs of an associate of Koala; or

- you consent to that disclosure.

You may lodge a complaint to a regulatory body, such as ASIC, APRA or the ATO, if you believe that your confidentiality has been breached.

8.3. Provision of identity to a court or tribunal

No-one at Koala may disclose or produce to a court or tribunal any information or documents which disclose your identity (or information likely to lead to your identification) without seeking the advice of our Legal team.

If you make a protected disclosure and become aware that a court or tribunal has requested disclosure of your identity or production of documents containing your identity (or information likely to lead to your identification), you may apply to the court or tribunal for an order protecting your identity.

8.4. Protection from detriment

We are committed to protecting people who make disclosures under this Policy.

It is against the law for anyone at Koala (including any officers, employees or contractors) to cause or threaten any detriment to any person because that person:

- is or proposes to make a disclosure under this Policy or the Australian whistleblower laws; or
- is suspected or believed to have made a disclosure under this Policy.

"**Detriment**" includes (but is not limited to):

- dismissal of an employee;
- injury of an employee in their employment;
- alteration of an employee's position or duties to their disadvantage;
- discrimination, harassment or intimidation;
- harm or injury including psychological harm, damage to property, reputation or financial position;
- taking action against a person (including any disciplinary action or imposing a liability) for making a disclosure; or
- threats of any of the above.

However, we are entitled to take steps that:

- are reasonably necessary to protect you from detriment (for example, moving you to another office to protect you from detriment if you have made a disclosure about your immediate work area); or
- relate to managing unsatisfactory work performance in line with Koala's performance management framework.

You may seek independent legal advice or contact regulatory bodies, such as ASIC, APRA or the ATO, if you believe you have suffered detriment because of your disclosure.

8.5. Protection from civil, criminal and administrative liability

If you make a protected disclosure, you will also be protected from any of the following in relation to your disclosure:

- civil liability – for example, any legal action against you for breach of an employment contract, duty of confidentiality or another contractual obligation;
- criminal liability – for example, prosecution for unlawfully releasing information or unlawfully using your disclosure against you in a prosecution; and
- administrative liability – for example, disciplinary action for making a disclosure.

However, you may be liable for any misconduct that you have engaged in that is revealed by your disclosure (or revealed by an investigation following your disclosure).

8.6. Compensation and other remedies

You may seek compensation and other remedies through the courts if:

- you suffer loss, damage or injury because of a disclosure; and
- we failed to take reasonable precautions and exercise due diligence to prevent detrimental conduct.

We encourage you to seek independent legal advice if you wish to seek compensation or remedies in court.

9. How this Policy interacts with whistleblower laws

9.1. Australian whistleblower laws

By making a disclosure in accordance with this Policy, you may be protected under the Australian whistleblower laws if the type of matter you disclose is protected by those laws.

While this Policy principally deals with internal disclosures, the protections afforded by the Australian whistleblower laws (set out in section 8) also include some types of disclosure made to external parties, such as:

- legal representatives, to obtain advice or representation about the Australian whistleblower laws;
- ASIC, APRA or the ATO; or
- MPs or journalists, where you have reasonable grounds to believe that making the further disclosure would be in the public interest or the information concerns a substantial and imminent danger to the health or safety to one or more persons or to the natural environment, but only if:
  - you previously made a disclosure of that information to either ASIC, APRA or another Commonwealth body prescribed by regulation; and
  - you notified that body in writing of your intention to disclose to an MP or journalist (where, for public interest disclosures, at least 90 days must first have passed since your previous disclosure before this notice may be given).

It is important you understand strict criteria apply and you should obtain independent legal advice before making a disclosure to an MP or journalist.

For more information about the Australian whistleblower laws (including how to make a disclosure directly to ASIC or the ATO), see the information available on the ASIC website (including **Information Sheet 239** *How ASIC handles whistleblower reports* and **Information Sheet 247** *Company officer obligations under the whistleblower protection provisions*) and the ATO website.

9.2. Whistleblower laws outside Australia

You may make a disclosure regardless of where you are or where the conduct is occurring.

If your disclosure concerns the conduct of Koala, Koala's people, or Koala operations based outside Australia, you may also have protections and obligations under the whistleblower laws in the country in which you are based.

10. How does it work?

10.1. Investigation process

When you make a disclosure internally under this Policy, your disclosure will typically be investigated as follows. This process may vary depending on the nature of your disclosure.

STEP 1	StopLine, or the person to whom you made the disclosure, will provide the information to the Whistleblower Protection Officer, as soon as practicable, ensuring your identity is protected, unless you have consented otherwise.
STEP 2	The Whistleblower Protection Officer will determine whether your disclosure is covered by this Policy and if a formal, in-depth investigation is required. If an investigation is required, the Whistleblower Protection Officer will appoint a Whistleblower Investigation Officer, who will determine whether the investigation of your disclosure should be conducted internally or externally and appoint an investigator with no personal interest in the matter. The Whistleblower Investigation Officer may consider an external investigation is appropriate to ensure fairness and independence or because specialist skills or expertise are required.
STEP 3	The investigator(s) will conduct the investigation in an objective and fair manner, ensuring that they give any officer, employee or contractor who is mentioned in the disclosure an opportunity to respond to the allegations prior to any adverse findings being made against them. Those officers, employees and contractors are also entitled to access the support services referred to in section 11. If you can be contacted (including through anonymous channels), we will give you regular updates on the status of the investigation as appropriate, with the frequency and timing of such updates, depending on the nature of your disclosure.
STEP 4	The outcome of the investigation will be reported to the Whistleblower Protection Officer, and the Board (protecting your identity, if applicable) and may, if the Whistleblower Protection Officer considers appropriate, be shared with you and any persons affected by the disclosure as considered appropriate by the Whistleblower Protection Officer.

Appropriate records and documentation for each step in the process will be maintained by the Whistleblower Investigation Officer and the Whistleblower Protection Officer, as necessary.

We encourage you to raise any concerns you have about the investigation of your disclosure (including breach of confidentiality) with the Whistleblower Protection Officer, or the person to whom you made your disclosure.

10.2.Duration of investigation

We will aim to conclude the investigations within two months of receiving your disclosure. But that time may vary depending on the nature of your disclosure.

10.3. Koala may require further information to investigate disclosures

We may not be able to undertake an investigation if we are not able to contact you or receive additional information from you to fully investigate your disclosure. If you have made your disclosure anonymously, we suggest you maintain ongoing two-way communication with us, so we may ask follow-up questions or provide feedback. You may refuse to answer questions that you feel may reveal your identity at any time.

10.4. Discloser's identity will be kept confidential

Subject to the exceptions allowed under section 8.1 of this Policy or otherwise by law, the identity of a discloser (or information that is likely to lead to their identity becoming known) must be kept confidential at all times during and after the investigation (including in any reporting to the Board or to any persons affected).

11. Support and practical protections

Koala is committed to protecting, supporting and monitoring the welfare of anyone who makes a disclosure. This may include conducting a risk assessment of any potential detriment, work adjustment considerations and access to Koala's Employee Assistance Program.

12. Board reporting

The Whistleblower Protection Officers will, where appropriate (whilst maintaining confidentiality in accordance with section 8.1), provide the Board or its delegated committee at least quarterly reports on all active whistleblower matters, which may include information on:

- the number and nature of disclosures made in the last quarter (for example, who to and matter type);
- how disclosures were made;
- the status of any investigations underway;
- any actions taken in relation to a disclosure;
- the frequency of communications with disclosers;
- the outcomes of completed investigations; and
- the timeframes for responding to and investigating disclosures.

The Board or its delegated committee will also be informed of any material incidents reported under this Policy, including any information that may be materially price sensitive in accordance with its Disclosure Policy.

13. Training

Our Whistleblower Protection Officers and eligible recipients of disclosures must attend training organised by Koala on our processes and procedures for receiving and handling disclosures made under this Policy, including training on confidentiality and the prohibitions against detrimental conduct.

We will also inform our external eligible recipients (for example, our auditor and tax agent) about their obligations under the Australian whistleblower laws.

Our employees (including those in any overseas-based operations) must attend training on our whistleblower program which will include information on how to make a disclosure, what the disclosure may be about, to whom a disclosure may be made, the protections and support available and when further information or independent legal advice might be sought.

14. Non-compliance with this Policy

Any breach of this Policy by any officer, employee or contractor of Koala will be taken seriously by us and may be the subject of a separate investigation and/or disciplinary action.

A breach of this Policy may also amount to a civil or criminal contravention under applicable whistleblower laws, giving rise to significant penalties.

We encourage you to raise any concerns about non-compliance with this Policy with the Company Secretary in the first instance. The Board must be informed of material breaches of the Policy. You may also lodge any concerns with ASIC, APRA or the ATO for investigation.

15. Review

This Policy must be reviewed by the Board or its delegated committee with the assistance of the Whistleblower Protection Officers at least every two years to ensure it is operating effectively. Any recommended changes must be approved by the Board or its delegated committee.

The Company Secretary is authorised to make administrative and non-material amendments to this Policy provided that any such amendments are notified to the Board or its delegated committee at or before its next meeting.

Koala will ensure any updates to this Policy, its processes and procedures following a review are widely disseminated to, and easily accessible by, individuals covered by this Policy. Where necessary, additional training will be provided.

16. Further information

We encourage you to contact the Legal Team if you have any questions about this Policy including what it covers and how disclosures will be handled.

Authorised by: The Board	Version No: 3
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