

Whistleblower policy

This Whistleblower Policy supports Seamless' commitment to ethical business practices and a safe, transparent organisational culture. It provides guidance on reporting concerns, the protections available to whistleblowers, and the process for responding to disclosures.

1. Overview

At Clothing Stewardship Australia Limited ("the Company") we are guided by our company values and code of commitment. These are the foundation of how we conduct ourselves and interact with each other, our directors, members, clients, suppliers, and other stakeholders.

The Company is committed to ensuring corporate compliance and promoting ethical organisational culture by observing the highest standards of fair dealing, honesty, and integrity in our business activities.

2. Purpose

The purpose of this policy is to:

- Provide an understanding of what matters can be reported;
- Demonstrate the importance the Company places on creating a safe and supportive environment where people feel confident to raise concerns;
- Assist in creating a culture that encourages people to speak up about misconduct, breaches of internal policies, improper conduct, or unlawful activity;
- Explain the process for reporting concerns, including what happens after a report is made; and
- Outline how whistleblowers will be protected.

This Policy addresses the statutory regime relating to the protection of whistleblowers under the *Corporations Act 2001* (Cth) (the "Act"), the *Taxation Administration Act 1953* (Cth), associated regulations and the Australian Charities and Not-for-profits Commission governance standards.

The Company encourages the reporting of any instances of suspected unethical, illegal, corrupt, fraudulent, or undesirable conduct involving the Company's business, and provides protections and measures to individuals who make a disclosure in relation to such conduct without fear of victimisation or reprisal.

This Policy is available internally and can be accessed via the Company's website to persons outside the organisation.

The Company may invite officers, senior management and employees to attend training sessions to ensure ongoing education regarding the application of the Policy.

3. Scope

This Policy applies to any person who is, or has been, any of the following with respect to the Company:

- Director
- Officer
- Employees, whether full-time, part-time, casual, permanent, temporary, interns, secondees or work experience participants
- Suppliers of services or goods, whether paid or unpaid, including volunteers, contractors, consultants, service providers, business partners, and their employees
- Consultant
- Auditor; and
- Relative, dependant, spouse, or dependant of a spouse of any of the above.

This Policy is intended to apply to the above persons in all countries in which the Company operates a business.

4. Reportable conduct

A Disclosable Matter is one which you have reasonable grounds to suspect concerns misconduct, or an improper state of affairs or circumstances, in relation to the Company or our business (including in relation to an officer or employee of the Company). This includes conduct which you have reasonable grounds to suspect was engaged in by an entity or person named in the immediately preceding paragraph, and which:

- *Breaches the Corporations Act 2001 (Cth), the Competition and Consumer Act 2010 (Cth), the Australian Securities and Investments Commission Act 2001 (Cth), the Banking Act 1959 (Cth), the Financial Sector (Data Collection) Act 2001 (Cth), the Insurance Act 1973 (Cth), the Life Insurance Act 1995 (Cth), the National Consumer Credit Protection Act 2009 (Cth), or the Superannuation Industry (Supervision) Act 1993 (Cth), or tax legislation (meaning any legislation that has the primary function of imposing tax in Australia);*
- Is an offence against any other law of the Commonwealth of Australia that is punishable by imprisonment for a period of 12 months or more; or
- Indicates a significant risk to public safety or the stability of, or confidence in, the financial system (even if it does not involve a breach of a particular law).

In addition to the Disclosable Matters described above, there may also be other conduct that may not involve contravention of a particular law but should still be disclosed under this Policy. By way of example only, this may include misconduct or serious wrongdoing that you reasonably believe:

- is dishonest, unlawful, illegal, fraudulent, corrupt, or unsafe;
- unethical or improper conduct, including conduct that would breach the Company's Code of Conduct;
- involves misuse of Company business information, such as breaches of confidentiality agreements or obligations;
- involves mismanagement or repeated violations of administrative procedures;
- involves irregular use of Company funds or practices (including misleading accounting or financial reporting practices);
- is impeding internal controls, or internal or external audit processes;
- is damaging to our business, financial position, or reputation;
- poses a significant risk to the stability of the financial system;
- endangers the health and safety of any employee or member of the public, including contraventions of human rights, including modern slavery;
- poses a significant risk to the environment; or
- any other misconduct, malpractice, or improper circumstances detrimental to the Company.

Any matter that is a Disclosable Matter or that is other conduct that should be reported under this Policy is referred to as **Reportable Conduct**.

4.1 Conduct that is not Reportable Conduct

Any disclosures that do not fall within the definition of Reportable Conduct, will not qualify for protection under the Act. It will be at the Company's discretion whether it considers there is a reasonable suspicion that the Reportable Conduct is occurring and/or whether the conduct constitutes "misconduct or improper state of affairs" under the Act.

For the avoidance of doubt, Reportable Conduct does not include personal work-related grievances. A personal work-related grievance is a grievance about any matter in relation to an employee's current or former employment, having implications (or tending to have implications) for that person personally and that do not have broader implications for the Company. Examples of personal work-related grievances are as follows:

- An interpersonal conflict between the employee and another employee
- A decision relating to the engagement, transfer, or promotion of the employee
- A decision relating to the terms and conditions of engagement of the employee
- A decision to suspend or terminate the engagement of the employee, or otherwise to discipline the employee.

Personal work-related grievances should be reported to direct line managers or in accordance with the Company's Grievance Policy.

5. Making a disclosure

The Company relies on its employees maintaining a culture of honest and ethical behaviour. Accordingly, if a person becomes aware of any Reportable Conduct, it is expected that they will make a disclosure under this Policy.

This Policy complements and does not replace regular communication channels between employees, supervisors, managers, and other representatives. Employees are encouraged to raise ordinary workplace concerns, questions, or observations through appropriate management channels where the matter does not constitute Reportable Conduct.

A whistleblower may disclose any Reportable Conduct to the Whistleblower Protection Officers listed below:

Company Secretary via email to quentin.crombie@seamless.org.au and/or
Seamless CEO, Ainsley Simpson, via email to ainsley.simpson@seamless.org.au

A whistleblower can make a disclosure outside of business hours by contacting the above Whistleblower Protection Officers via email and are encouraged to contact the above Whistleblower Protection Officers to obtain any additional information they may require before making a disclosure or for any clarification regarding this Policy.

The Whistleblower Protection Officer or eligible recipient will safeguard the whistleblower's interests and will ensure the integrity of the reporting mechanism to the extent of this Policy.

6. Escalation

In most cases the recipient of the disclosure will be the Whistleblower Protection Officers.

Should the Whistleblower Protection Officers both be the subject of the disclosure then it will automatically be referred to the Company Chair.

If a Director is the subject of the disclosure, the Company Chair will be notified and will oversee the appropriate escalation and investigation process.

If the Director who is the subject of the disclosure is the Independent Chair, the Chair of the Governance and Nomination Committee will oversee the escalation and investigation process.

7. Anonymity

When making a disclosure, a whistleblower may do so anonymously. It may be difficult for the Company to properly investigate the matters disclosed if a report is submitted anonymously and therefore the Company encourages whistleblowers to share their identity when making a disclosure, however there is no requirement to do so.

8. Reporting to regulators

A whistleblower may also make a disclosure to the Australian Securities and Investments Commission (ASIC) or the Australian Prudential Regulation Authority (APRA) in relation to Reportable Conduct. Whistleblowers will be covered by the protections outlined in this Policy if they have reported their concerns to ASIC or APRA.

9. Public interest and emergency disclosure

In certain situations, the Reportable Conduct may be of such gravity and urgency that disclosure to the media or a parliamentarian is necessary. A public interest and emergency disclosure can only be made to:

- A journalist, defined to mean a person who is working in a professional capacity as a journalist for a newspaper, magazine, or radio or television broadcasting service; or
- A Member of the Parliament of the Commonwealth or of a State or Territory Parliament.

A whistleblower may only make a public interest and emergency disclosure if they have:

- Previously disclosed the information to ASIC or APRA;
- Allowed at least 90 days to pass since the previous disclosure was made;
- Reasonable grounds to believe that action is not being taken to address the matters which they have disclosed;
- Reasonable grounds to believe that making a further disclosure to a journalist or Member of Parliament would be in the public interest;
- Given written notification, including sufficient information to identify the previous disclosure to the authority to which the previous disclosure was made that they intend on making a public interest disclosure; and
- Ensured the extent of information disclosed is no greater than is necessary to inform the recipient of the misconduct or improper state of affairs.

A whistleblower will be qualified for protection where they have made a public interest disclosure if they have:

- Previously disclosed the information to ASIC or APRA;
- Reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of one or more persons, or to the natural environment;
- Given written notification, including sufficient information to identify the previous disclosure to the authority to which the previous disclosure was made that they intend on making a public interest disclosure; and
- Ensured no more information is disclosed than is reasonably necessary to inform the recipient of the substantial and imminent danger.

10. Investigation

The Company will assess all disclosures made under this Policy as soon as practicable after they are received. The assessment will determine:

- Whether the disclosure qualifies for protection under this Policy and applicable whistleblower laws; and
- Whether an investigation is required.

The Company may decide that no investigation is required where there is insufficient objective evidence to determine the matter, or where the alleged conduct would not amount to Reportable Conduct, even if proven.

Where an investigation is required, it will be conducted in a fair, independent, and timely manner by a Whistleblower Protection Officer or, where appropriate, an external investigator. Reasonable steps will be taken to preserve confidentiality.

If the whistleblower has provided their identity, the Whistleblower Protection Officer or investigator may contact them to seek further information and provide updates where appropriate.

If the disclosure was made anonymously, the Company will investigate the matter based on the information provided and will protect the whistleblower's identity in accordance with this Policy.

Where appropriate, the person who is the subject of the allegations will be informed of the concerns and given an opportunity to respond, unless there are legal, confidentiality, safety, or other reasonable grounds not to do so.

The Company will document the outcome of the investigation. Any investigation report will remain the property of the Company and will only be shared where the Company considers it appropriate and lawful.

Where possible, the Whistleblower Protection Officer will inform the whistleblower of the progress, expected timeframe and outcome of the investigation, subject to confidentiality, privacy, and legal obligations.

11. Board reporting

Where a disclosure is made and investigation confirm its validity, the Board will be informed of the matter on a de-identified basis, unless disclosure of identifying information is required by law or necessary for the proper investigation of the matter.

The de-identified report will include the general nature of the disclosure, the status of the investigation, any material risks identified, and any actions taken or proposed, while preserving the confidentiality and protections afforded to the whistleblower.

Where the disclosure concerns a Director, or Whistleblower Protection Officers, the Board reporting process must be managed to ensure the relevant Director or Whistleblower Protection Officer, is excluded from receiving information about, or participating in, any discussion or decision relating to the matter.

12. Protection of whistleblowers

The Company is committed to taking all reasonable steps to ensure that any person who makes a disclosure is treated fairly and does not suffer detriment and that confidentiality is preserved in respect of all matters raised under this Policy.

12.1 Protection from legal action

A whistleblower will not be subject to any civil, criminal, or administrative legal action (including disciplinary action) for making a disclosure under this Policy or participating in any investigation.

Any information they provide will not be admissible in any criminal or civil proceedings other than for proceedings in respect of the falsity of the information.

12.2 Protection against Detrimental Conduct

The Company will not engage in 'Detrimental Conduct' against a whistleblower if they have made a disclosure under this Policy. Detrimental Conduct includes actual or threatened conduct such as the following (without limitation):

- Termination of employment;
- Injury to employment including demotion, disciplinary action; Alternation of position or duties;
- Discrimination;
- Harassment, bullying, or intimidation;
- Victimisation;
- Harm or injury including psychological harm;
- Damage to a person's property;
- Damage to a person's reputation; and
- Damage to a person's business or financial position; or
- Any other damage to a person.

Reasonable administrative action taken to protect a whistleblower from detriment, or reasonable management of unsatisfactory work performance in accordance with the Company's policies and procedures, will not generally constitute Detrimental Conduct.

The Company also strictly prohibits all forms of Detrimental Conduct against any person who is involved in an investigation of a matter disclosed under the Policy in response to their involvement in that investigation.

A whistleblower may also seek remedies including compensation, civil penalties, or reinstatement through the courts if:

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

12.3 Protection of confidentiality

The Company will take all reasonable steps to protect a whistleblower's identity and will not disclose their identity, or information likely to identify them, without their consent, except where permitted or required by law. Improper disclosure of a whistleblower's identity is illegal and may result in criminal penalties.

A whistleblower may remain anonymous when making a disclosure, during any investigation and after the investigation is finalised. They may refuse to answer questions they reasonably believe could reveal their identity.

The Company may disclose information that could lead to identification only if it does not include the whistleblower's identity, reasonable steps have been taken to reduce the risk of identification, and disclosure is reasonably necessary to investigate the matter.

If a whistleblower believes their confidentiality has been breached, or that they have suffered detriment because of a disclosure, they may report the matter to the Company Secretary, CEO, Board Chair, ASIC, APRA, or the ATO.

12.4 Record keeping

All files, records and documentation relating to disclosures and investigations will be securely stored, managed and retained in accordance with legal and organisational requirements. Unauthorised access, tampering, use, or release of such information is strictly prohibited and may result in disciplinary action.

12.5 Protection cessation

These protections may not apply in instances where:

- The Whistleblower has acted with wilful misconduct; or
- The disclosure solely consists of a personal work-related grievance.

13. False or malicious disclosures

While protection is extended to disclosures made in good faith, the Company has zero tolerance for deliberately false, misleading, or malicious whistleblower reports. Such reports may be treated as a serious disciplinary matter. A false or malicious report may cause significant harm to the Company, its people, and stakeholders, and may negatively impact time and resources.

14. Related policies and processes

This Policy should be read in conjunction with other relevant publicly available Company policies, including the [Code of Commitment](#).

15. Responsibility and oversight

The Board has ultimate responsibility for this Policy and for ensuring its effective implementation and compliance. The CEO is responsible for the day-to-day operation of this Policy and must ensure that it is communicated, understood, and applied across the Company.

Approval of this Policy is vested with the Board, and it is to be reviewed every two years, or as otherwise required.

The Governance and Nominations Committee will review all disclosures on an annual basis as good practice.