



## Whistleblower Policy

### Introduction

Carlton Investments Limited's ('the Company') Core Values, Code of Ethics and Code of Conduct state that the Company believes in working and living according to strong ethical values. Integrity and business honesty is the basis of all these values. This Whistleblower Policy supplements our core values by outlining a process whereby a whistleblower can raise concerns regarding wrongdoing by the Company or its representatives without fear of intimidation, discriminatory treatment or reprisal. This policy also applies to the Company's subsidiary entities.

The Company encourages the reporting of any suspected unethical or illegal behaviour and will protect any officer or employee who raises a concern.

### Who does this policy apply to?

This Whistleblower Policy ('the Policy') applies to all current and former directors, executives, employees, contractors and suppliers (including their employees) and a relative or dependent of these persons.

### Reportable Concerns

Under this Policy reportable concerns include improper conduct suspected on reasonable grounds such as:

- Breach of the Company's Core Values, Code of Ethics and Code of Conduct or other Company policies;
- Conduct that constitutes bribery, corruption or abuse of authority;
- Illegal activities;
- Misappropriation or theft of the Company's property;
- Bullying or harassment;
- Or any other (including verbal comments and/or physical contact) serious impropriety.

Under the Policy reportable concerns do not include personal work-related grievances such as interpersonal conflict between the discloser and another employee or a decision that does not involve a breach of workplace laws.

### Making a Report

All information provided as a reportable concern under the Policy will be treated as confidential. Any person who submits a report under the Policy will be referred to a 'whistleblower'.

A report may be made:

- To the Company Secretary or to the Compliance Manager;

- Anonymously, where the concern is considered unsuitable for the Company Secretary or Compliance Manager to investigate.  
A confidential report may be made direct to Mr Alan Rydge, Chairman of Carlton Investments or Mr Murray Bleach, independent Director of Carlton Investments, by Post or Hand Delivered addressed as follows:  
Private and confidential- open by addressee only  
Mr AG Rydge **OR** ME Bleach  
Carlton Investments Limited  
Level 15, 478 George Street  
Sydney NSW 2000  
Any person who makes a report by post will be treated as anonymous and their personal details will not be disclosed;
- To an external regulatory body such as the Australian Taxation Office, the Australian Securities and Investment Commission or to the Australian Financial Complaints Commission; or
- To the Company's external auditors if the concerns relate to the financial management of the Company and its subsidiary entities.

## **Investigating a Report**

The investigative process will depend on the nature of the conduct being investigated and who is implicated in the reported concern. The management of the concern may be handled internally or externally, as appropriate. The objective of the Company is that all investigations be conducted in a manner that is fair and impartial to those involved.

All concerns will be investigated as soon as possible as is reasonably practicable and in a confidential, objective and discreet manner. No particulars that would reveal the identity of the whistleblower will be disclosed without first obtaining consent.

If not reported anonymously, the whistleblower will be interviewed privately and may be asked to sign a written statement containing the relevant facts.

At the end of an investigation, a report will be completed and provided to the Company Secretary and to the Chairman of the Board. Reports and records created will be secured and confidential.

A whistleblower will be kept informed of the investigative process, its progress and its outcomes including the course of action the Company proposes to take or if no action is proposed, an appropriate explanation.

## **Protection of Whistleblowers**

The Company is committed to ensuring whistleblowers are given confidentiality in respect of any matter raised under this Policy and that they do not suffer detriment as a result of reporting a concern.

'Detriment' includes dismissal, demotion, harassment, victimisation, discrimination, disciplinary action, bias, threat or other unfavourable treatment.

A whistleblower will still qualify for protection even if their disclosure turns out to be incorrect.

There are special protections available to whistleblowers who disclose conduct which may breach the Corporations Act (and certain other Acts) where particular conditions are satisfied – see Appendix.

## **Policy Review**

This policy will be reviewed annually by Board.

## **APPENDIX**

### **SPECIAL PROTECTIONS UNDER THE CORPORATIONS ACT**

#### **Conditions for Protection**

The Corporations Act gives special protection to 'eligible whistleblowers' for qualifying disclosures in relating to breaches of the Corporations Act (and certain other Acts) to 'eligible recipients':

An eligible whistleblower is:

- A current officer or employee of the Company
- A person with a current or former contract for the supply of goods or services to the Company
- An employee of such contractor
- An associate of the Company
- A relative of any of the above individuals

An eligible recipient of a disclosure is:

- An officer or executive of the Company
- The Company's auditor or a member of the audit team
- ASIC
- A legal practitioner
- A member of Parliament or a journalist in certain circumstances such as if the breach has an imminent risk of causing harm or damage to public health or safety

Disclosures can be made anonymously and still be protected under the Corporations Act.

#### **Protections Given**

Protections include:

- A whistleblower cannot be subject to legal liability for making a disclosure;
- Protected disclosure information is not admissible in evidence against the whistleblower in criminal proceedings (other than in proceedings of falsity of the information);
- A person, who victimises or harasses a whistleblower or causes detriment such as dismissal or injury to employment or reputation, commits an offence; and
- An individual who suffers detriment as a result of a protected disclosure may claim compensation.

#### **Further information on the Australian Whistleblower Laws**

More information about protection for eligible whistleblowers under the Corporations Act is available on the ATO and ASIC websites.