



Australian Leisure and Entertainment Property Management Limited

WHISTLEBLOWER POLICY

1. Objectives

ALE Property Group, comprising Australian Leisure Entertainment Property Management Limited and its subsidiaries (ALE), is committed to creating and maintaining a culture of corporate compliance and ethical behaviour in which employees and officers are responsible and accountable, and behave consistently with ALE's values of honesty and integrity.

This policy is designed to ensure that individuals who disclose wrongdoing can do so safely, securely and with confidence that they will be protected and supported.

This policy is also designed to meet the requirements of the whistle-blower protections under Part 9.4AAA of the *Corporations Act 2001* (Cth) (Corporations Act).

ALE encourages individuals to raise concerns regarding unethical, unlawful or undesirable conduct, without fear of disadvantage or reprisal.

This policy provides guidance on how to raise concerns regarding Improper Conduct (defined in section 3.2 below) within ALE and how those concerns will be investigated.

The policy is publicly available on the ALE Property Website and is provided to all staff.

All staff will be made aware of this policy when they commence their employment and when significant changes are made.

Regular refresher training will be provided to all staff as part of the ALE compliance training framework.

Staff members with specific roles and responsibilities under this policy will receive more in-depth training.

2. Scope and application

2.1 Who does this policy apply to?

This policy applies to an individual who is:

- a current or former employee, including employees who are permanent, part-time, interns, managers and directors;
- a current or former contractor, consultant, service provider, supplier or business partner;
- an associate of ALE; and
- a relative, dependent or spouse (or former spouse) of any of the above individuals.

This policy sits alongside other ALE policies and processes for dealing with employee matters, including the Code of Conduct.

2.2 What is Improper Conduct?

For this policy, Improper Conduct refers to any past, present or likely future activity, behaviour or state of affairs considered to be:

- dishonest, corrupt or fraudulent (such as falsification of records, contracts or data, or adopting questionable or improper accounting practices, fraud, money laundering or misappropriation of funds);
- illegal (such as theft, dealing in or use of illicit drugs, violence (actual or threatened) or criminal damage to property);
- harassment (including comments that amount to sexual harassment) or intimidation (including bullying);
- a serious mismanagement of ALE resources;
- unethical (including any conduct that might be associated with bribery and corruption);
- a risk to public health or safety, the health or safety of ALE employees and officers or to the environment;
- contrary to any ALE policy (such as the Code of Conduct);
- a breach of any law or regulation;
- misuse of information that indicates a significant risk to stability of or confidence in the financial system; or
- 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 under this policy.

2.3 Disclosure not covered by the policy

Disclosures relating solely to certain personal work-related grievances which do not also involve Improper Conduct are not covered by this policy and do not qualify for protection under the Corporations Act. These matters are personal work-related grievances relating to an individual's employment or former employment such as:

- 1) An interpersonal conflict between the individual and another employee, and
- 2) Decisions that do not involve a breach of workplace laws:
 - a) about employment, transfer or promotion;
 - b) about the terms and conditions of employment or
 - c) to suspend or terminate the engagement or otherwise discipline the individual.

Any personal work-related grievances should be raised with the Managing Director.

These disclosures may be protected under other legislation, such as the *Fair Work Act 2009* (Cth).

Employees are encouraged to seek legal advice about their rights and protections under employment or contract law, and how to resolve their personal work-related grievances.

Disclosures of improper conduct made by competitors or customers and clients are also not covered by the whistle-blower protections under the Corporations Act.

2.4 Who is a whistle-blower?

For this policy, a whistle-blower is anyone who, whether anonymously or not, has reasonable grounds to suspect the information they are disclosing concerns misconduct or an improper state of affairs or circumstances, which constitutes Improper Conduct under this policy and provides initial information on this Improper Conduct (referred to as a "disclosure" in this policy).

A mere allegation with no supporting information is not likely to be considered as having 'reasonable grounds to suspect'.

2.5 Disclosure procedures

All ALE personnel have a responsibility to help detect, prevent and report instances of Improper Conduct. ALE seeks to identify and address Improper Conduct as early as possible.

If you have reasonable grounds to suspect Improper Conduct, you are encouraged to disclose this matter to the external ALE Whistle-blower Eligible Recipient, Ms Paula McCabe, Legal Director of PMC Legal by telephone or email:

Email:	pmccabe@pmclegal-australia.com
Telephone:	02 8556 7560
Mobile	0414 422 491

Contacting the Whistle-blower Eligible Recipient will enable disclosures to be made:

- anonymously;
- confidentially; and
- outside business hours.

Where a whistle-blower wishes to retain their anonymity while allowing ALE to obtain additional information and receive updates of the status of their disclosure, the Whistle-blower Eligible Recipient will act as the intermediary. The whistle-blower can choose to remain anonymous for as long as they wish, including when the matter has been finalised. If they wish to retain their anonymity, they can refuse to answer questions during follow-up conversations if they are concerned that their answers would reveal their identity. Whistle-blowers may use a pseudonym instead of their true name when providing disclosures. When a disclosure comes from an email address that does not allow the sender's identity to be determined and the email does not identify who the sender is, it will be treated as an anonymous disclosure.

2.6 Investigation procedures

When the Whistle-blower Eligible Recipient receives a disclosure under this policy, they must:

1. advise the Chair of the Audit, Compliance and Risk Management Committee (ACRMC) who will ensure that the matter is properly investigated by an appropriate Whistle-blower Investigations Officer; and
2. advise the Compliance Officer, who is also the Whistle-blower Protection Officer, of particulars of the disclosure that has been made.

The disclosure will be assessed to, firstly, ascertain whether it falls within the scope of this policy and, if it does, whether a formal and in-depth investigation is required.

The investigation process will vary depending on the nature of the conduct being investigated.

The purpose of the investigation is to determine whether there is enough evidence to substantiate or refute the matters, which are the subject of the disclosure

The investigation will be conducted by a Whistle-blower Investigation Officer appointed by ALE and will be thorough, objective, fair and independent. External service providers with specialist skills or expertise may be engaged as and when required.

3. Roles and responsibilities

3.1 Whistle-blower Eligible Recipient

Given ALE's size and to avoid any potential conflicts of interest, an external Whistle-blower Eligible Recipient has been appointed and this person's role is to receive all whistle-blower disclosures. The procedures for receiving and responding to a disclosure are detailed in Annexure One.

Under the Corporations Act company officers or senior management are defined as 'eligible recipients'. This means that a whistle-blower can may make a disclosure to them and then access the whistle-blower rights and protections.

If a company officer or senior manager receives a disclosure personally, they should encourage the whistle-blower to report the matter directly under the ALE appointed Eligible Recipient. If the whistle-blower wants the officer/manager to report the matter on their behalf, the whistle-blower's consent to refer the matter.

3.2 Whistle-blower Investigations Officer

The role of the Whistle-blower Investigations Officer is to investigate the substance of the disclosure to determine whether there is evidence in support of the matters raised or alternatively to refute the disclosure made.

The Whistle-blower Investigations Officer will be someone who is not involved in the alleged misconduct.

A Whistle-blower Investigations Officer, depending on the nature of the conduct may be a member of the ACRMC or an external party such as a member of the Internal Audit team, a consulting firm or the external auditors.

3.3 Whistle-blower Protection Officer

The role of the Whistle-blower Protection Officer is separate from and independent of the Whistle-blower Investigations Officer and the Whistle-blower Protection Officer is responsible for safeguarding the interests of the whistle-blower as provided under this policy, the policies of ALE and applicable laws.

Currently, ALE's Compliance Officer is the Whistle-blower Protection Officer and reports to the ACRMC on matters covered under this policy.

4. Protecting confidentiality

Maintaining confidentiality is crucial in ensuring reprisals are not made against a whistle-blower. It is also illegal for a person to reveal the identity of a whistle-blower, or information likely to lead to the identification of a whistle-blower, who has made a disclosure to anyone that, is protected by the Corporations Act (see Annexure Two) outside of these circumstances:

- disclosure to the Australian Securities and Investments Commission (ASIC), the Australian Prudential Regulation Authority (APRA) or the Australian Federal Police (AFP);
- disclosure to a legal practitioner for the purposes of obtaining legal advice or legal representation relating to Part 9.4AAA of the Corporations Act;
- disclosure made with the consent of the whistle-blower; and
- disclosure made without revealing the identity of the whistle-blower, which is reasonably necessary for the purposes of investigating the matter to which the disclosure relates, where all reasonable steps are taken to reduce the risk that the whistle-blower will be identified as a result of the disclosure.

All reasonable steps will be taken to protect the identity of the whistle-blower, including maintaining information provided by the whistle-blower in a secure manner. Only those people involved in the investigation will be given access to the information and communications and documents relating to the investigation provided.

Subject to the exceptions outlined above, information will only be disclosed without the whistle-blower's consent if it is reasonably necessary to investigate the issues raised by the whistle-blower. The whistle-blower's identity will not be disclosed and all reasonable steps will be taken to reduce the risk that they will be identified in the information provided.

The information received from the whistle-blower will only be disclosed to a person not connected with the investigation if the whistle-blower has been consulted and consents to the disclosure or ALE or the Whistle-blower Investigation Officer is required or permitted by law to disclose it.

If the whistle-blower believes that their confidentiality has been breached they can lodge a complaint with the ALE Whistle-blower Eligible Recipient, Ms Paula McCabe, Legal Director of PMC Legal by telephone or email:

Email:	pmccabe@pmclegal-australia.com
Telephone:	02 8556 7560
Mobile	0414 422 491

Ms McCabe will arrange for the matter to be investigated. In addition, a complaint can be lodged with ASIC for investigation.

5. Responsibilities of whistle-blowers

Whistle-blowers making a disclosure about alleged Improper Conduct should set out all known information they are aware of in relation to the allegations.

The motivation of a whistle-blower is irrelevant to considering the validity of the allegations. However, making a false disclosure, whether orally or in writing is itself considered Improper Conduct to which this policy applies.

6. Managing the welfare of the whistle-blower

6.1 Commitment to protecting whistle-blowers

ALE is committed to protecting whistle-blowers against action taken in reprisal for the making of the disclosures.

All ALE personnel have an important responsibility concerning the welfare of the whistle-blower within the organisation. ALE will not tolerate any activity that is, or could be perceived to be, victimisation or harassment of a person who makes a disclosure under this policy. Any officer or employee who takes or threatens to take detrimental action in reprisal will be subject to disciplinary action, which may include dismissal.

A whistle-blower may be eligible for compensation and other remedies if they suffer detriment as a result of making a disclosure. See Annexure Two for further explanation.

If an individual believes that they have been, or are likely to be, disadvantaged in any way by another officer or employee of ALE because they have made a disclosure, they should contact the Whistle-blower Protection Officer. The Whistle-blower Protection Officer can protect and support the whistle-blower. Support will be determined on a case-by-case basis and may include:

- offering access to counselling, or other professional support services;
- measures to protect the health and wellbeing of the discloser,
- changes to work arrangements to accommodate and protect the discloser.

6.2 Limited scope to keep the whistle-blower informed

Receipt of a disclosure made by a whistle-blower will be acknowledged within a reasonable period after receipt, if the whistle-blower can be contacted (which may be through anonymous channels).

Where it is appropriate and compliant with laws of privacy, confidentiality and natural justice and it is possible to contact the whistle-blower, the Whistle-blower Protection Officer will provide the whistle-blower with feedback about the progress and outcome of the investigation. This will be generally on a quarterly basis, by contacting the whistle-blower, generally using the same method of communication in which the whistle-blower made the disclosure. It will not always be possible to provide the whistle-blower with such feedback, but whistle-blowers can be assured

that all disclosures made under this policy will be treated seriously and, to the extent reasonable, will be investigated.

6.3 Whistle-blowers implicated in Improper Conduct

The act of making a disclosure under this policy does not shield a whistle-blower from the reasonable consequences flowing from any of their own involvement in Improper Conduct. An employee's or officer's liability for their own conduct is not affected by disclosure of that conduct and will be subject to the investigation process in this policy, including any disciplinary or criminal proceedings. However, an admission may be a mitigating factor when considering disciplinary or other action.

7. Disclosure protected by Corporations Act

In addition to the protections under this policy, certain legislation may offer statutory protection of whistle-blowers. ALE will comply with applicable legislative requirements. The protections provided by Corporations Act are detailed in Annexure Two.

8. Fairness to persons to whom disclosures relate

ALE recognises that individuals against whom disclosures are made are entitled to be treated fairly.

An employee who is the subject of a disclosure will be advised about the subject matter of the disclosure where principles of natural justice and procedural fairness require it, before any actions are taken (for example, commencement of an investigation or referral to ASIC, APRA or the AFP).

Disciplinary action may be taken against an employee or officer found to have made disclosures containing malicious or unfounded allegations.

9. Review of policy and reporting on disclosures

Each year a report will be made to the Australian Leisure and Entertainment Property Management Limited (ALEPML) Board of Directors (who are responsible for overseeing ALE's whistle-blower compliance program and monitoring its effectiveness) summarising whistle-blower activities for the period (disclosures made, investigations conducted and follow-up actions taken).

This policy will be reviewed annually by the Compliance Officer to ensure it complies with relevant laws and remains relevant and effective, and to identify and rectify any issues, which are identified. In undertaking this review, consideration will also be given to the nature of any whistle-blower disclosures made under this policy. Other matters that may be taken into account as part of the review include:

- any changes to the ALE group business that could impact the scope and application of the policy;
- whether the policy and the processes and procedures in it are helpful and easy for staff to understand;
- current legislation, regulations and best practice for managing whistle-blower disclosures;
- feedback received from staff (whether requested or unsolicited); and

- whether handling of disclosures and/or protections and support for whistle-blowers need to be improved.

This policy may be changed at the discretion of the Board of Directors of ALEPML. Any changes required to rectify issues identified in a review must be made in a timely manner.

Staff will be made aware of all significant changes to this policy and, if necessary, targeted training will be given to individuals who have specific roles and responsibilities under this policy.

References:

- ASX Corporate Governance Principles and Recommendations 4th Edition
- ASIC INFO 238: *Whistleblower rights and protections*.
- ASIC INFO 247 Company officer obligations under the whistleblower protection provisions
- Governance Institute of Australia: Whistle-blower Policy and Whistle-blower Standard.
- ASIC Regulatory Guide 270 *Whistleblower Policies*

Responsible Officers: Chair of the Audit, Compliance and Risk Management Committee
Compliance Officer

Reviewed December 2020

Annexure One: Whistle-blower Procedures

1. Whistle-blower Eligible Recipient Procedures

- i. Record all details of the disclosure including date, time and name of the person (if known)
- ii. Advise the whistle-blower that disclosures of this nature are treated seriously and will be investigated in accordance with the ALE Whistle-blower Policy.
- iii. Seek consent, in writing, from the whistle-blower to pass on the information to necessary third parties, in order to investigate the matter. Advise the whistle-blower that without the consent it may not be possible, or may be more difficult, to investigate the matter.
- iv. Where consent is given to pass on the information, contact the Whistle-blower Protection Officer and provide a copy of the disclosure.
- v. No further involvement in the investigation is required of the Whistle-blower Eligible Recipient (unless required by the Whistle-blower Investigation Officer)

2. Chair, Audit, Compliance and Risk Management Committee

- i. The Chair of the ACRMC receives the disclosure from the Eligible Recipient. The Chair must be notified immediately if the disclosure includes allegations of serious misconduct.
- ii. Depending on the nature of the alleged Improper Conduct, and the consent to disclose, the Chair will:
 - a. Arrange the appointment of a Whistle-blower Investigation Officer to investigate and report on the matter; and/or
 - b. Advise the Chairman of the Board of Directors that the disclosure has been made.

3. Whistle-blower Investigation Officer Procedures

- i. The Whistle-blower Investigation Officer will determine:
 - a. The nature and scope of the investigation,
 - b. The nature of any technical, financial or legal advice that may be required; and
 - c. The timeframe for the investigation.
 - d. A final report on the investigation with any conclusions, findings and recommendations will be provided to the Chair of the ACRMC and the Committee.
- ii. The information gathered during the investigation will be documented in the relevant Whistle-Blower file, which will be maintained in a secure systems folder and secure hard copy file if required.
- iii. The Whistle-blower Investigation Officer's ability to investigate the matter may be limited if the whistle-blower wishes to remain anonymous.

4. Review of investigations

A whistle-blower who is not satisfied with the outcome of an investigation may request a review, or make a complaint to ASIC or APRA (as appropriate).

Someone who was not involved in the investigation and does not have responsibility for handling and investigating disclosures must conduct any review requested.

The findings of the review must be provided to the Chair of the ACRMC.

ALE is not obliged to reopen an investigation and may conclude the review without further action if it is found that the investigation was conducted properly, that there is no new information available or that any new information would not change the findings of the investigation.

Annexure Two – Corporations Act Whistle-blower Protections

Protected Disclosures

An individual who is a whistle-blower can access the whistle-blower rights and protections contained in the Corporations Act when they disclose their concerns if the whistle-blower has reasonable grounds to suspect that the company or an officer or employee of the company or organisation, a related body corporate or organisation or an officer or employee of the related body corporate or organisation has engaged in conduct which:

- is an offence against, or contravenes, a provision of the Corporations Act, the *Australian Securities and Investments Commission Act 2001* (Cth), the *Banking Act 1959* (Cth), the *Financial Sector (Collection of Data) Act 2001* (Cth), the *Insurance Act 1973* (Cth), the *Life Insurance Act 1995* (Cth), the *National Consumer Credit Protection Act 2009* (Cth), the *Superannuation Industry (Supervision) Act 1993* (Cth) or an instrument made under any of these Acts;
- is an offence against any other Commonwealth law that is punishable by imprisonment for a period of 12 months or more; or
- represents a danger to the public or the financial system (even if there is no breach of the law involved).

Disclosures can be made to:

- a director, company secretary, officer or senior manager of the company or organisation or a related company or organisation;
- the company's or organisation's auditor or the auditor of a related company or organisation;
- an actuary of the company or organisation, or an actuary of a related company or organisation;
- a service provider that the relevant company or organisation has authorised to receive whistle-blower disclosures (which can include a complaints service or hotline);
- ASIC or APRA; or
- a legal adviser.

Whistle-blowers are covered by the Corporations Act whistle-blower protections when they make disclosures to a person holding one of these roles. They can choose to remain anonymous.

Generally, an 'officer' includes a director or company secretary of a company or organisation.

A 'senior manager' is a person other than a director or company secretary who makes, or participates in making decisions that:

- affect the whole, or a substantial part of the business of the company or organisation, or
- have the capacity to affect significantly the company's or organisation's financial standing.

This will generally include senior executives within a company or organisation such as chief executive officers, chief financial officers, chief operating officers and chief risk officers.

The Corporations Act protections also apply to disclosures made to journalists or parliamentarians in the following circumstances:

- a “public interest disclosure” can be made where:
 - the disclosure was made to ASIC or APRA and at least 90 days have passed;
 - the whistle-blower does not have reasonable grounds to believe that action is being or has been taken with respect to their disclosure;
 - the whistle-blower has reasonable grounds to believe that making further disclosure of the information is in the public interest; and
 - the whistle-blower has given written notice to ASIC or APRA (as applicable) with sufficient information to identify the information they previously provided and states that they intend to make a public interest disclosure; and
- an “emergency disclosure” can be made where:
 - disclosure has been made to ASIC or APRA;
 - the whistle-blower has reasonable grounds to believe that the information concerns a substantial or imminent danger to the health or safety of one or more persons or to the natural environment;
 - the whistle-blower has given written notice to ASIC or APRA (as applicable) with sufficient information to identify the information they previously provided and states that they intend to make an emergency disclosure; and
 - the extent of the information provided in the disclosure to the journalist or parliamentarian is no greater than necessary to inform them of the substantial and imminent danger.

Whistle-blowers should contact the Whistle-blower Protection Officer or an independent legal adviser to confirm that their proposed disclosure is eligible for protection as a public interest disclosure or an emergency disclosure and, in the case of an emergency disclosure, complies with the limitations on the extent of permitted disclosure.

Whistle-blowers who make disclosures anonymously can still access the whistle-blower protections.

Protections for whistle-blowers from detriment

The Corporations Act makes it illegal (through a criminal offence and civil penalty) for someone to cause or threaten detriment to a person where they believe or suspect that the person has made, may have made, or could make a whistle-blower disclosure, and the belief or suspicion is the reason, or part of the reason, for the conduct that causes or threatens to cause detriment (the “detrimental conduct”).

The criminal offence and civil penalty apply even if the person has not made a whistle-blower disclosure, but the offender engages in detrimental conduct because they believe or suspect the person has made or might make a disclosure.

A person may cause detriment to a whistle-blower if they:

- dismiss them from their employment;
- cause injury to them in employment;
- alter their position or duties to their disadvantage;
- discriminate between them and other employees of the same employer;
- harass or intimidate them;
- harm or injure them, including causing psychological harm;
- damage their property;
- damage their reputation;
- damage their business or financial position; or
- cause any other damage to them.

Types of actions, which are not detrimental conduct, include:

- administrative action that is reasonable to protect a whistle-blower from detriment (for example, if the whistle-blower has made a disclosure about wrongdoing in their immediate work area); or
- management action (for example, managing any unsatisfactory work performance of the whistle-blower in accordance with the performance management framework of the company or organisation).

The company or organisation should explain to the whistle-blower the reasons for taking administrative or management action.

Compensation

A whistle-blower can seek compensation through a court if they suffer loss, damage or injury as a result of detrimental conduct. Other remedies that can be pursued include:

- reinstatement to their original position or a comparable position if the detrimental conduct involved termination or purported termination of their employment;
- the court issuing an injunction to prevent, stop or remedy the effects of the detrimental conduct; and/or
- an apology from the person, company or organisation that engaged in the detrimental conduct.

It is important to note that it is the whistle-blower's responsibility to bring any such action for compensation. If a claim for compensation for detriment is unsuccessful, the whistle-blower is protected from having to pay the other party's legal costs (unless a court finds the claim to be vexatious or without reasonable cause or that an unreasonable act or omission of the whistle-blower acted caused the other party to incur the costs).

Exclusions

There are certain exclusions from the protections for people who may otherwise meet some of the criteria above and who have observed or been affected by misconduct of a company.

The Corporations Act protects a whistle-blower against certain legal actions related to making the whistle-blower disclosure, including:

- criminal prosecution (and the disclosure cannot be used against the whistle-blower in a prosecution, unless the disclosure is false);
- civil litigation (such as for breach of an employment contract, duty of confidentiality, or other contractual obligation); or
- administrative action (including disciplinary action).

If a whistle-blower is the subject of an action for making a whistle-blower disclosure, they may rely on this protection in their defence.

This protection does not grant immunity for any misconduct that the whistle-blower was involved in that is revealed in the disclosure.