

RESIMAC GROUP LTD

Whistleblower procedure

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COMMERCIAL IN CONFIDENCE: The information contained in this document is confidential and proprietary to Resimac Group Limited (“Resimac”). It must be held in strict confidence and not disclosed, duplicated or used in whole or in part for any purpose without the written consent of Resimac. Every attempt has been made to ensure the information contained herein has been obtained from reliable sources. Resimac does not guarantee the accuracy or completeness of the information presented and accepts no liability for any loss or damage arising in connection with the use of the information.

Introduction

The Resimac Group (Resimac Limited and all its related entities, hereon 'Resimac') is committed to the highest standards of ethical behaviour in the conduct of its business activities. It encourages associates, contractors and members of the general public, to notify Resimac of instances of 'Reportable Conduct', whether actual or suspected. These include conduct, which is:

- Dishonest Fraudulent or Corrupt;
- Illegal (including theft, the use or sale of drugs, violence or threats of violence and criminal damage against property);
- Directly or indirectly supportive of modern slavery practices (including human trafficking, slavery, servitude, forced labour, debt bondage, forced marriage, and child labour);
- In breach of Commonwealth or State legislation or local authority by-laws;
- Unethical (representing a breach of Resimac's Code of Conduct, or conduct which is otherwise unethical);
- An unsafe work practice;

or which involves conduct in more than one of these categories.

Reportable Conduct includes any other conduct, which is:

- Serious and improper; and/or
- May cause financial or non-financial loss to the Group;

or might otherwise be detrimental to the interests of the Group.

Any, associate, contractor or member of the general public who makes such a report will be supported and protected by Resimac. All reports received will be reviewed against the criteria set out in this Procedure. Where reports meet the criteria, they will be investigated in line with established best practice and the identity of the Whistleblower will be kept confidential, within the definition of this policy.

This Procedure does not usually apply to personal disputes or grievances. However, a personal, work-related grievance may amount to Reportable Conduct if for example:

1. It involves Detrimental Conduct; or
2. It involves systemics issues, extending beyond the grievance.

The Corporations Act 2001 provides additional support to Whistleblowers (as defined by the Act). The definitions of key terms used in this procedure are detailed at the end of this document.

Purpose and scope

The purpose of this procedure is to establish and implement a Whistleblower program which:

- Encourages the reporting of behaviour that may result in financial or non-financial loss, or reputational damage to the Group.
- Enables an Resimac to deal effectively with reports received from Whistleblowers, so their identity(s) and the information reported, remain confidential.
- Protects Whistleblowers against reprisal by any person, internal or external to the Group.
- Provides the infrastructure to support the program.
- Plays a key role in preventing Reportable Conduct and assists in the exercise of good corporate governance.
- Complies with applicable legislation.

The procedure applies to:

- Associates and contractors of the Resimac Group and includes persons who have had a previous relationship with the Group, which lapsed or was otherwise discontinued.
- Suppliers of goods or services to the Group and the employees of suppliers.
- Spouses, dependents and other relatives of those listed above.
- Any instance of Reportable Conduct for which a third party is responsible.
- Any instance of Reportable Conduct, reported by a third party.

The Whistleblower process

The information needed when making a report

When making either a verbal or written report, you will be asked to provide information regarding the matter you wish to raise. This may include:

- The nature of the conduct;
- The name, job title and location of those involved or implicated;
- The date when the conduct first became known;
- How the conduct became known;
- The period for which the conduct has been occurring;
- Whether evidence of misconduct is available, and if so, what type;
- Contact details and/or representations for any witnesses;
- Any concerns you may have that reprisals or retaliatory action may be taken against you, as a consequence of making the report;
- Your personal details, or if you wish to remain anonymous; and
- Any other relevant information.

For written reports, a template is attached as Appendix A. Reports can also be made by phone. If a verbal (or other informal report) has been made and the person making the report is not satisfied that the report has been adequately investigated, the Whistleblower should submit a written report.

Resimac respects your right to report anonymously and welcomes all reports made in accordance with this procedure. Please note, that for anonymous reports, Resimac will not be able to provide you with progress reports on the investigation, or the outcome directly.

If you remain anonymous when making your initial report, you may elect to declare your identity at a later date, by notifying Resimac, as below.

Making a report

If after due consideration, you wish to make a report under this procedure, the contact details are:

Phone: 02 9248 6556 | Email: whistle.blower@resimac.com.au

Post: Internal Audit, Resimac Group Limited, 201 Kent Street, Sydney NSW 2000

Protection of Whistleblowers

- a) In the event that a Whistleblower chooses to divulge his/her identity, it will be disclosed only where necessary for the purposes of investigation. Information received from a Whistleblower will be held in the strictest confidence and will only be disclosed to persons external to the investigation, if: The Whistleblower consents in writing to the disclosure; or
- b) Resimac is compelled by law, to disclose the information.

For ‘qualifying disclosures’ – as defined in the Corporations Act 2001 – it is an offence for any individual to disclose the matters reported, in any other circumstance.

Resimac will take the steps necessary to protect Whistleblowers and ensure that they are not disadvantaged on account of making the report. ‘Disadvantage’ includes:

- Termination of a contractual relationship.
- Any form of harassment.
- Discrimination, or any other form of bias.

Should the Whistleblower believe that a reprisal of some sort has been taken against them, they have an automatic right of referral to the Whistleblower Protection Officer, as set out below.

Investigations

Whistleblower Reports will be subject to thorough investigation, to substantiate or refute the claim/s made. Investigations will be independent of the business unit concerned, the Whistleblower and the subject/s of the Reportable Conduct. The rules of natural justice will be observed, for example, the investigation will be conducted without bias and the person against whom the allegation is made will be given the opportunity to respond. The overriding aim is for the investigation to be considered fair, by all parties. Where an allegation will have significant consequences if proven, consideration will be given to the employment of a third-party investigator.

Where the Whistleblower has not asked to remain anonymous, they will be informed of the following, within ten working days:

- The identity of the officer/s investigating their concern and how they can be contacted.
- Any further information required, regarding the allegation.

During the course of investigation, the officer/s conducting it will communicate with the Whistleblower, if additional information is required.

Matters reported which are already known to Resimac (and suitably actioned) will not usually be considered for investigation. However, if new information is received which may have impacted the outcome of the initial investigation, the information will be reviewed, in line with this Policy.

Personnel

The following personnel have responsibility for receiving and reviewing reports and for conducting investigations in line with this Procedure.

The Whistleblower Protection Officer

The Protection Officer’s role is to safeguard the Whistleblower’s interests and to ensure compliance with Resimac policies and the applicable legislation.

The types of protection which Resimac may make available will depend on the situation, but may include:

- Rectification of any detriment a Whistleblower may have suffered, as a result of the report or investigation; or
- Ensuring fair and legal treatment of Resimac employees, including person(s) accused of misconduct.

The Protection Officer has direct access to independent financial, legal and operational advisors.

The Whistleblower Investigations Officer

The role of this Officer is to investigate the substance of reports received and determine whether there is evidence to support the matters raised.

When an investigation is in progress, the Officer will provide updates within Resimac and to the Whistleblower on the progress of the investigation and the application of the Whistleblower process to the report received.

Completion and reporting

The Investigations Officer will complete the investigation within a reasonable timeframe, dependent on the nature of the allegation and the amount of evidence provided.

Upon completion, the Officer will prepare a report, which will reference:

- The key witness statements;
- Other available evidences;
- The findings of the investigation; and where applicable :
- A remediation plan approved by Resimac.

The Investigations Officer and General Counsel will be jointly responsible for reporting any criminal acts to the Police. If the Whistleblower's notification relates to a regulatory breach, it will be dealt with in accordance with Resimac's Incident Reporting Policies & Procedures.

Reporting

The determination made by the investigation will finalise the Whistleblower process. However, should the Whistleblower believe that the matter they raised has not been dealt with adequately, they should refer the matter to the Company Secretary of Resimac, at the address at page 4 above, using registered mail.

Alternatively, the Whistleblower has a legal right to contact:

- A legal practitioner, for the purpose of obtaining legal advice, or legal representation in relation to the disclosure;
- The relevant regulatory body;
- A member of Resimac's external audit team; (refer Resimac.com.au) ; or
- An actuary employed by Resimac.

Corporations law provides protection to eligible Whistleblowers who make a report of a qualifying disclosure. Please refer to Appendix B for further information on the matters listed above.

Whistleblower reports can be made directly to the police, if there are grounds to believe that a crime has been committed, or may be committed.

False reporting and failure to report

In the event that a third party makes a false report, or fails to report serious misconduct of which they are aware, they may become liable to legal action.

Unauthorised release of information

Should a third party or an employee of Resimac become aware of any information provided by a Whistleblower, they must not release the information to a person who is not involved in the investigation, or resolution of the matter. Similarly, the Whistleblower's identity, or any information that may lead to their identification, must not be released. Unauthorised release of information is a breach of Corporations law.

Visibility and communication

This document is available on the Group's principal websites :

- resimac.com.au
- resimacassetfinance.com.au; and
- broker.resimac.com.au

Definitions

Whistleblower:	A person who makes (or wishes to make) a report, in connection with Reportable Conduct. A Whistleblower may or may not wish to remain anonymous.
Fraud:	<p>Dishonest activity causing actual or potential financial loss to any person or entity, including theft of money or other property by parties external to Resimac. These activities are considered fraudulent whether or not there is deception immediately before, during, or following the activity.</p> <p>Dishonest activity includes the deliberate falsification, concealment, or destruction of documentation used or intended for business purposes; the improper use of information; or using an employee's position within Resimac to their advantage, in a way or ways which may be considered to be dishonest.</p>
Corruption:	Dishonest activity in which a director, executive, manager, employee or contractor of an entity acts in a matter which is contrary to the interests of the entity and/or is an abuse of his/her position of trust, in order to achieve personal gain or advantage for themselves, or for another person or entity.
Modern Slavery:	Describes situations in which perpetrators use coercion, threats or deception to exploit victims and undermine their freedom. Modern slavery practices can include human trafficking, slavery, servitude, forced labour, debt bondage, forced marriage, and/or child labour.

Document control

Document:	Whistleblower Procedure
Owner:	Marketing
Author:	Internal Audit
Approver:	Risk & Compliance

This policy is to be reviewed annually to ensure that it reflects current legislative and regulatory requirements or 'best practice' developments.

Applicability

Entities:	Resimac Group Ltd, subsidiaries and wholly owned entities, referred to in the document as 'Group'.
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Appendix A – Whistleblower report

Information required

Name and location of subject/s:	
Nature of the conduct:	
Date on which the matter become known:	
How the matter become known:	
Approx. period that the suspected matter has been occurring ?:	
Is evidence available ?:	
Details of witnesses:	
Is there any other information that you wish to provide?	
Do you wish to remain anonymous?	<input type="checkbox"/> Yes <input type="checkbox"/> No (if No, please add your contact details below)

Your details

Name:	
mobile / landline :	
Personal email address:	

Consent

☐ I consent to the use of the information provided in this report, in accordance with this Procedure, other applicable Policies of the Resimac Group and all relevant laws and regulations.

IMPORTANT: Whistleblower reporting which is suspected to be improper will be subject to the provisions set out in this Procedure. False allegations of misconduct are a serious matter and the person/s responsible may be subject to legal sanctions.

Appendix B – Legal protection of Whistleblowers

The Corporations Act 2001 ('the Act'), as recently amended, provides support to Whistleblowers, as defined within the Act. Resimac is a regulated entity for the purpose of the Act. A disclosure of Reportable Conduct by a Whistleblower qualifies for protection under the Act if:

- The discloser is an **eligible Whistleblower** in relation to a regulated entity; and
- The discloser is made to an **eligible recipient**.

Reports made in accordance with this Policy will also meet the requirements of the Act. Conduct which is not a 'disclosable matter', as defined by the Act, will not be protected by its provisions of the Act.

The legal protections provided to Whistleblowers are very similar to those set out in this policy Procedure and may include compensation, immunity from civil, criminal and administrative liability or other remedies, as appropriate.

In addition, the law provides for **Emergency Disclosure** of Reportable Conduct, where there is an imminent risk of serious harm or danger to:

- a) Public health or safety; or
- b) The general, financial system; and / or
- c) Information which has been provided has not been investigated and/or a prior report to an eligible recipient has not received a response, within a reasonable time period.

These disclosures can be made to the persons listed under 'External Reporting' above. Also, to journalists and members of Commonwealth, state or territory parliaments, where the Whistleblower believes that the criteria for Emergency Disclosure are met.

Tax-related disclosures

A Whistleblower is also protected by the Tax Administration Act 1953 (and subsequent amendments). A report made to the Commissioner of Taxation, to assist the Commissioner in performing duties in relation to an entity, is protected where the Whistleblower demonstrates an association with the entity.

Eligibility for Whistleblower protection regarding tax related concerns, requires the following criteria:

- The discloser has a relationship with the entity such as an employee, former employee, dependant, or spouse. Or a relationship that is relevant to its tax affairs, such as a registered tax or BAS agent who provides services to the entity.
- The disclosure must be made to the ATO or an eligible recipient for tax-related concerns (see Eligible Recipients below), who can take appropriate action, such as an internal auditor appointed by the entity.
- The discloser must reasonably believe that the information indicates misconduct, or an improper state of affairs related to the entity's tax affairs. Also that the disclosure will assist the recipient they disclose to, perform their duties under Taxation law.

If you don't qualify for protection as a tax whistleblower, you can still make a disclosure using the ATO website link, which also allows for anonymous disclosures.

Eligible Recipients for tax related disclosures:

- Australian Tax Office (ATO)
- Tax Practitioners Board (TPB)
- Australian Charities and Not-for-Profits Commission (ACNC)
- Inspector-General of Taxation (IGT)
- An Internal Auditor

When considering a report in any of the above circumstances, Resimac recommends that a Whistleblower obtains the appropriate legal advice, before making a disclosure.

For more information on the protections available under the law, please refer to the website of the Australian Securities and Investment Commission at www.asic.gov.au.