

# Whistleblower Protection Policy

Pepper Money Limited (ACN 094 317 665)

**Adopted on 6 May 2021**

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# 1. Introduction

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This document sets out the Whistleblowing Policy (Policy) of Pepper Money Limited Australian and New Zealand subsidiaries which operate a business in Australia and/or New Zealand, and PSO (Manila) Limited Philippine Branch Office business (together, Pepper Money).

## 1.1 Purpose

Pepper Money has zero tolerance for intentional incidents of fraud, corrupt or unethical conduct, legal or regulatory non-compliance, or illegal or unethical accounting and auditing practices by Pepper Money employees, directors, contractors and consultants (employees).

Pepper Money is committed to creating and maintaining an environment in which employees are empowered to raise concerns where they have reasonable grounds to suspect misconduct internally through an anonymous reporting mechanism.

This document sets out Pepper Money's Whistleblowing Policy and the organisation's commitment to:

- encourage employees to feel safe in reporting suspected misconduct;
- provide a mechanism whereby incidents of suspected or actual misconduct (reportable conduct) can be reported anonymously without fear of reprisal, dismissal or discriminatory treatment;
- protect individuals who report misconduct where they have reasonable grounds; and, ensure a process is in place to deal with protected disclosures and ensure that all disclosures are dealt within a reasonable time.

## 1.2 Applicability and Availability

This Policy applies to all employees of Pepper Money. This Policy will be made available to employees on Pepper Money's intranet site and other employee communication platforms.

Pepper Money will provide ongoing education and training to all employees regarding this Policy.

## 1.3 Who is a Whistleblower

A Whistleblower is anyone who makes or attempts to make a report of disclosable matters under this Policy. In addition to the protections under the Policy, certain legislation offers statutory protections. Please see Schedules 1, 2 and 3 for further details.

# 2. Policy Governance

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## 2.1 Review, Renewal and Approval

The Pepper Money Board is required to approve this Policy.

The Head of Compliance will review this Policy annually to ensure compliance with applicable laws and that it continues to meet employee expectations and industry standards. The review will take into consideration any reports of disclosable matters (refer section 3.1) and the adequacy of subsequent internal investigations.

The Policy will be subject to ad hoc review if there are grounds to believe the Policy fails to meet the objectives of Pepper Money or to respond to changes in legislative or regulatory requirements.

Any amendment to this Policy will be presented to the Pepper Money Risk Committee for endorsement and the Pepper Money Board for approval.

The Whistleblower Protection Officer will, where appropriate (whilst maintaining confidentiality in accordance with section 4), provide the Audit and Risk 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, by who, 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 Audit and Risk 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 Pepper Money's Disclosure Policy.

The Audit and Risk Committee will report up to the Board as required.

## 3. Disclosable Matters

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### 3.1 What are Disclosable Matters?

Pepper Money Management encourages anyone with knowledge or a reasonable suspicion of disclosable matters on the part of Pepper Money employees or actions of a third party, to report it as soon as possible.

Disclosable matters involve information that the discloser has reasonable grounds to suspect concerns misconduct, or an improper state of affairs or circumstances, in relation to Pepper Money or a related body corporate.

#### 3.1.1 What are disclosable matters In Australia

The term 'misconduct' is defined in s9 of the Corporations Act to include 'fraud, negligence, default, breach of trust and breach of duty'. The phrase 'improper state of affairs or circumstances' is not defined and is intentionally broad. The term 'reasonable grounds to suspect' is based on the objective reasonableness of the reasons for the discloser's suspicion. In practice, a mere allegation with no supporting information is not likely to be considered as having 'reasonable grounds to suspect'. However, a discloser does not need to prove their allegations.

Disclosable matters also involve information about Pepper Money or a related body corporate, if the discloser has reasonable grounds to suspect that the information indicates that these entities (including their employees) have engaged in conduct that:

- (a) constitutes an offence against, or a contravention of, a provision of any of the following:
  - (i) the Corporations Act;
  - (ii) the Australian Securities and Investments Commission Act 2001;
  - (iii) the Banking Act 1959;

- (iv) the Financial Sector (Collection of Data) Act 2001;
  - (v) the Insurance Act 1973;
  - (vi) the Life Insurance Act 1995;
  - (vii) the National Consumer Credit Protection Act 2009;
  - (viii) the SIS Act;
  - (ix) an instrument made under an Act referred to in (i)-(viii);
- (b) constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more;
  - (c) represents a danger to the public or the financial system; or
  - (d) is prescribed by regulation.

The specific categories of conduct mentioned above does not form an exhaustive range of misconduct that may be considered a 'disclosable matter'.

Disclosable matters also include conduct that may not involve a contravention of a particular law. Disclosures that are not about disclosable matters are not covered by this policy because they do not qualify for protection under the Corporations Act, Taxation Administration Act. or Protected Disclosures Act. However, such disclosures may be protected under other legislation, such as the Fair Work Act 2009.

### **3.1.2 Disclosable Matters in New Zealand**

In New Zealand, the disclosure must concern "serious wrongdoing", which is defined in the Protected Disclosures Act as meaning:

- an act, omission, or course of conduct that constitutes a serious risk to public health or public safety or the environment;
- an act, omission, or course of conduct that constitutes a serious risk to the maintenance of law, including the prevention, investigation, and detection of offences and the right to a fair trial; or
- an act, omission, or course of conduct that constitutes any offence.

Disclosable matters also include conduct that may not involve a contravention of a particular law. Disclosures that are not about disclosable matters are not covered by this policy because they do not qualify for protection under the Protected Disclosures Act 2000. However, such disclosures may be protected under other legislation, such as the Employment Relations Act 2000.

### **3.1.3 Examples of Disclosable Matters**

Examples of Disclosable Matters include but are not limited to:

- Fraud
  - Dishonest activity giving rise to actual or potential financial loss;
  - Deliberate amendment, forgery, withholding, destruction or use of false documentation for a normal business purpose or improper use of information or position;
  - Knowingly providing or publishing financial records or financial statements that are false or misleading.

- Unethical and corrupt conduct
  - Employees acting dishonestly in the performance of their employment or dishonestly taking advantage of their employment to obtain personal benefit or to cause loss to another party;
  - Accepting bribes or commissions;
  - Breaches of Pepper Money's policies and Code of Conduct or behaviour that is contrary to Pepper Money's values and principles; and,
  - Conduct which represents a danger to the public or the financial system
- Legal or regulatory non-compliance
  - illegal behaviour and/or breaches of all applicable legislation, regulations;
  - breaches of environmental and health and safety legislation, regulation and standards.
- Questionable accounting and auditing practices that;
  - are legal but do not comply with the intent or spirit of the law;
  - do not comply with relevant accounting or auditing standards;
- Coercion, harassment, discrimination, victimisation or bullying, (other than personal work-related grievances as defined in the Corporations Act 2001 (Cth), Taxation Administration Act or Protected Disclosures Act), and reprisals against Whistleblowers making a disclosure of disclosable matters.

### **3.2 What is not a Disclosable Matter?**

The following disclosures are not covered by this policy, however may be protected under other legislation, such as the Fair Work Act 2009 or Employment Relations Act 2000:

- Disclosures that relate solely to personal work-related grievances, and that do not relate to detriment or threat of detriment to the discloser, do not qualify for protection under the Corporations Act, Taxation Administration Act or Protected Disclosures Act. Personal work-related grievances are those that relate to the discloser's current or former employment and have, or tend to have, implications for the discloser personally, but do not:
  - have any other significant implications for Pepper Money or any other entity; or
  - relate to any conduct, or alleged conduct, about a disclosable matter.
- An example of a grievance that may be a personal work-related grievance includes an interpersonal conflict between the discloser and another employee or a decision that does not involve a breach of workplace laws.
- Grievances that are not covered by this Policy (including personal work-related grievances) can be raised to your manager or any member of Pepper Money's Human Resources team.

A personal work-related grievance may still qualify for protection if:

- it includes information about misconduct, or information about misconduct includes or is accompanied by a personal work-related grievance (mixed report);
- Pepper Money has breached employment or other laws punishable by imprisonment for a period of 12 months or more, engaged in conduct that represents a danger to the public, or the disclosure relates to information that suggests misconduct beyond the discloser's personal circumstances;
- the discloser suffers from or is threatened with detriment for making a disclosure; or

- the discloser seeks legal advice or legal representation about the operation of the whistleblower protections under the Corporations Act or Protected Disclosures Act.

## 4. Whistleblower Protection

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### 4.1 Whistleblower Reports

Disclosures by Whistleblowers of disclosable matters will be treated confidentially. Whistleblowers may choose to access anonymous reporting mechanisms to disclose disclosable matters notwithstanding the potential consequential inability of Pepper Money to fully investigate the alleged misconduct and ability of the whistleblower to access additional statutory protections.

Subject to any legal requirements and provisions permitting disclosure, all whistleblowers and employees, must maintain the confidentiality of the report including identity of people involved, the details of the disclosable matters and any other information that could result in the identification of the Whistleblower. Failure to maintain confidentiality is taken seriously by Pepper Money and may lead to disciplinary action and/or civil and criminal penalties under the relevant legislation.

### 4.2 How will reports be investigated?

#### 4.2.1 Method of investigation

The investigation process will vary depending on the precise nature of the conduct being investigated. All reports will be investigated, with a degree of investigation that reflects that nature of information provided and severity of allegations made.

Pepper Money will investigate all matters reported under this policy as soon as practicable after the matter has been reported.

All investigations will be conducted in a way that is thorough, objective and fair, and will have regard to any conflict of interests and other factors that require confidentiality.

For more information on the investigation process, see section 5.4 below.

### 4.3 Who will conduct the investigation?

The investigation will be conducted by a Whistleblower Protection Officer who may, with your consent, appoint a person to assist in the investigation of a report.

Where appropriate, Pepper Money will provide feedback to you regarding the investigation's progress and/or outcome (subject to considerations of the privacy of those against whom allegations are made).

If the report is not anonymous, a Whistleblower Protection Officer or investigator will contact you to discuss the investigation process including who may be contacted and such other matters as are relevant to the investigation.

Where a report is submitted anonymously, Pepper Money will conduct the investigation and its enquiries based on the information provided to it.

### 4.4 Whistleblower Protection

Pepper Money will support whistleblowers who act honestly and on reasonable grounds in relation to the disclosable matter, from reprisals in making the disclosure. A discloser can still qualify for protection even if their disclosure turns out to be incorrect.

A whistleblower making the claim of misconduct on reasonable grounds, will not be subject to any civil, criminal or administrative penalty (including internal disciplinary action),

penalised or personally disadvantaged i.e. dismissed, demoted, subject to harassment or discriminated against or harmed or damaged for making the disclosure. Pepper Money will enforce consequence management against any employee engaged in reprisal against a whistleblower raising disclosable matters.

Disclosers will be protected from detrimental acts or omissions through the following measures:

- Pepper Money will assess the risk of detriment against a discloser and other persons (e.g. other employees who might be suspected to have made a disclosure) as soon as possible after receiving a disclosure;
- Pepper Money will make support services available to disclosers; Examples of support services could include counselling, legal or other professional services;
- Pepper Money will implement strategies to help a discloser minimise and manage challenges such as stress, time or performance impacts, or other challenges resulting from the disclosure or its investigation;
- Pepper Money may allow the discloser to perform their duties from another location, reassign the discloser to another role at the same level, make modifications to the discloser's workplace or the way they perform their work duties, or reassign or relocate other staff involved in the disclosable matter;
- Interventions for protecting a discloser if detriment has already occurred. For example, Pepper Money could investigate and address the detrimental conduct, such as by taking disciplinary action; allow the discloser to take extended leave, provide with new training and career opportunities to assist the discloser develop a career development plan, or offer compensation or other remedies.

#### **4.5 Protection of files and records**

All files and records created from an investigation will be retained securely for a minimum of 10 years. All personal information or reference to the discloser witnessing an event will be redacted and any reference to the discloser will be in a gender-neutral context.

Only a restricted number of people who are directly involved in handling and investigating a disclosure will be made aware of a discloser's identity (subject to the discloser's consent) or information that is likely to lead to the identification of the discloser. Unauthorised release of information to someone not involved in the investigation (other than senior managers or directors who need to know to take appropriate action, or for corporate governance purposes, ASIC, a member of the Australian Federal Police or to a legal practitioner for the purposes of obtaining legal advice or legal representation about the whistleblower provisions in the Corporations Act) without your consent as a whistleblower will be a breach of the Policy.

Accordingly, each person who is involved in handling and investigating a disclosure will be reminded about the confidentiality requirements, including that an unauthorised disclosure of a discloser's identity may be a criminal offence.

Whistleblowers are assured that a release of information in breach of the Policy will be regarded as a serious matter and will be dealt with under Pepper Money's disciplinary procedures.

In Australia, the Corporations Act gives special protection to disclosures about breaches of the Act, provided certain conditions are met – please refer to Schedule 1 for further details.

The Taxation Administration Act 1953 (Cth) also gives special protection to disclosures about breaches of any Australian tax law, provided certain conditions are met – refer to Schedule 2 for further details.

In New Zealand, the Protected Disclosures Act 2000 provides special protections for people who make disclosures in accordance with the Act. Please refer to Schedule 3 for further details.

## 5. Investigations

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### 5.1 Disclosing Disclosable Matters

An Eligible Whistleblower (defined in Schedules 1, 2 and 3) can notify disclosable matters to one of the following:

- A Whistleblower Protection Officer (see below);
- An immediate Senior Manager (if they are not involved in the disclosable matter);
- Confidentially to the Pepper Money Ethics Hotline, the contact details for which are as follows:

Phone:

Pepper Money only: 1300 30 45 50

Overseas: +61 3 9811 3275 (reverse charges)

New Zealand: 0800 425 008

Email: pepper@stoline.com.au

Mail: Pepper c/o Stoline, Locked Bag 8, Hawthorn VIC 3122

**Alternatively**, you can make a disclosure directly to any of the eligible recipients in Schedules 1, 2 and 3, not just Pepper Money's internal reporting points and qualify for protection.

The disclosure of the disclosable matters should include:

- As much information or detail on the incident/issue including dates, times, witnesses, people involved, emails and documents and any steps the whistleblower has taken to report the matter; and
- confirmation on whether the whistleblower wishes to remain anonymous. Anonymous whistleblowers are still protected under the Corporations Act. Anonymous whistleblowers may choose to adopt a pseudonym for the purposes of their disclosure, and not use their true name

A discloser may obtain additional information from the Whistleblower Protection Officer regarding a disclosure prior to making a formal disclosure.

### 5.2 Whistleblower Protection Officer

The Whistleblower Protection Officer is responsible for:

- Responding to the initial report;
- Co-ordinating the investigation into a report;
- Documenting and handling all matters in relation to the report and investigation; and,
- Finalising all investigations including reporting the outcome internally and to relevant external stakeholders.

The Whistleblower Protection Officer will, at all times, have direct and unrestricted access to reasonable legal, financial and operational assistance required for any investigation.

The current Whistleblower Protection Officers nominated by Pepper Money are:

- (a) the Chief Risk Officer, as at 1 September 2020, Michael Vainauskas, (contactable on +61 409 461 142 or email at mvainauskas@pepper.com.au);
- (b) the Chief Human Resources Officer, as at 1 September 2020, Sue Kent, (contactable on +61 410 550 157 or email at skent@pepper.com.au); and,
- (c) the Head of Compliance, as at 1 September 2020 Susanna MacDonald, (contactable on +61 438 435 924 or email at smacdonald@pepper.com.au).

### **5.3 Making a False Report**

Where it is established that the whistleblower did not have reasonable grounds for making the claim of disclosable matters, or he or she has made a false disclosure of disclosable matters (where the allegation is made maliciously or without basis), then he or she may be subject to internal disciplinary action.

### **5.4 Investigation**

All disclosures of disclosable matters will be treated seriously and be the subject of thorough investigation. The investigation will be undertaken by the Whistleblower Protection Officer. The investigation process generally involves the following steps:

- The Whistleblower Protection Officer will assess each disclosure to determine whether:
  - (a) it qualifies for protection; and
  - (b) a formal, in-depth investigation is required.
- If the disclosure qualifies for protection and a formal, in-depth investigation is required, an investigation will immediately commence. Pepper Money will at this stage advise the whistleblower that a formal, in-depth investigation has commenced.
- To determine the extent of the investigation, Pepper Money will consider the following items:
  - (a) the nature and scope of the investigation;
  - (b) the person(s) within and/or outside the entity that should lead the investigation;
  - (c) the nature of any technical, financial or legal advice that may be required to support the investigation; and
  - (d) the timeframe for the investigation.
- Without the discloser's consent, the Whistleblower Protection Officer cannot disclose information that is likely to lead to the identification of the discloser as part of its investigation process—unless:
  - (a) the information does not include the discloser's identity;
  - (b) Pepper Money removes information relating to the discloser's identity or other information that is likely to lead to the identification of the discloser (e.g. the discloser's name, position title and other identifying details); and

- (c) it is reasonably necessary for investigating the issues raised in the disclosure.

The investigation process may be limited depending on the nature of the disclosure. The Whistleblower Protection Officer may not be able to undertake an investigation if they are not able to contact the discloser (e.g. if a disclosure is made anonymously and the discloser has refused to provide, or has not provided, a means of contacting them). If required, Pepper Money may ask the discloser for consent to a limited disclosure.

If required, Pepper Money will conduct a broad review on the subject matter or the work area disclosed.

- All investigations will be dealt with in a reasonable timeframe, in accordance with the following principles:
  - Principle 1:** in an atmosphere of transparency at all times ensuring that the rules of natural justice are observed which means those who are subject to the allegations:
    - are presumed to be innocent until proven guilty; and
    - have a right to respond to allegations and to be represented during any internal disciplinary proceedings;
  - Principle 2:** independent and objective;
  - Principle 3:** comply with all relevant legislation;
  - Principle 4:** adequate records (i.e. transcripts of interviews conducted, conclusions reached) will be made of all investigations and kept securely stored in accordance with relevant legal and privacy law requirements;
  - Principle 5:** information related to investigation will not be disclosed to any person not required by their position description to receive the information.
- The whistleblower, assuming their identity is known, will be kept informed when the investigation process has begun, in process and finalised (subject to privacy and confidentiality considerations). The frequency and timeframe may vary depending on the nature of the disclosure. The whistleblower must in turn maintain confidentiality of all such reports. The whistleblower can refuse to answer questions that they feel could reveal their identity during follow-up conversations.
- Once the investigation has been completed an Investigation Report will be prepared by the Whistleblower Protection Officer documenting the details of the alleged conduct, reasons leading to any decisions made, recommendations for any disciplinary action, and steps required to avoid recurrence (if applicable).
- The Whistleblower Protection Officer or other personnel responsible for the investigation will determine the relevant parties who will need to be informed (i.e. whether the matter will be reported internally only or to any external bodies). There may be circumstances where it may not be appropriate to provide details of the outcome to the discloser.

## 5.5 Pepper Money's Investigations Review Process

Although not obliged to reopen an investigation, Pepper Money may provide an avenue for reviewing whether its policy, processes and procedures had been adhered to, if the discloser is not satisfied with the outcome of the investigation. The review will be conducted by an officer who is not involved in handling and investigating disclosures.

Pepper Money can conclude the review if it finds that the investigation was conducted properly, or new information is either not available or would not change the findings of the investigation.

The findings of the review into the investigation will be provided to the Risk Committee, when required.

A discloser may lodge a complaint with a regulator, such as ASIC or the ATO, if not satisfied with the outcome of the entity's investigation and/or review.

## 6. Monitoring and Reporting

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Pepper Money will provide periodic reporting and oversight to the Risk Committee on the effectiveness of its Whistleblower Policy, processes and procedures – while preserving confidentiality.

The reports may include some of the following information on individual disclosures received, when it is not likely to lead to the identification of a discloser:

- 1 the subject matter of each disclosure;
- 2 the status of each disclosure;
- 3 for each disclosure, the type of person who made the disclosure (e.g. employee) and their status (e.g. whether they are still employed by Pepper Money);
- 4 the action taken for each disclosure;
- 5 how each disclosure was finalised;
- 6 the timeframe for finalising each disclosure; and
- 7 the outcome of each disclosure.

## 7. Schedule 1 – Australia: Special protections under the Corporations Act

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(a) **Relevant Sections of the *Corporations Act 2001 (Cth)*** Part 9.4AAA of the *Corporations Act 2001 (Cth)* (*Corporations Act*) provides protection for Australian whistleblowers.

(b) **Criteria for Protection**

Importantly, there are a number of criteria that you must meet in order to qualify for whistleblower protection under the Corporations Act. These are captured in table below:

Criteria	Requirement
<b>Eligible whistleblower</b>	<p>You must be:</p> <ul style="list-style-type: none"> <li>i. a current or former officer or employee (e.g. current and former employees who are permanent, part-time, fixed-term or temporary, interns, secondees, managers, directors and secretaries) of Pepper Money;</li> <li>ii. a supplier of services or goods to Pepper Money (whether paid or unpaid), including their employees (e.g. current and former contractors, consultants, service providers and business partners);</li> <li>iii. an associate of Pepper Money; or</li> <li>iv. a spouse, dependent, or other relative of a person listed at (i) to (ii) above.</li> </ul> <p><b>Note:</b> Disclosures by an Eligible Whistleblower may be made anonymously and/or confidentially, securely and outside of business hours.</p>
<b>Who the disclosure is made to</b>	<p>The disclosure must be made to the following <i>eligible recipients</i>:</p> <ul style="list-style-type: none"> <li>i. Pepper Money's internal or external auditor, or a member of Pepper Money's audit team;</li> <li>ii. an officer (e.g. director, secretary) or senior manager (generally senior executive other than a director or company secretary who makes or participates in making decisions that affect the whole, or a substantial part, of Pepper Money's business or has the capacity to significantly affect Pepper Money's financial standing) of Pepper Money or related body corporate;</li> <li>iii. a person authorised by Pepper Money to receive whistleblower disclosures (e.g. the Whistleblower Protection Officer);</li> <li>iv. ASIC;</li> <li>v. another Commonwealth body prescribed by the regulation; and</li> <li>vi. a legal practitioner for the purposes of obtaining legal advice or legal representation about the operation of the whistleblower provisions in the Corporations Act (this applies even in the event that the legal practitioner concludes that a disclosure does not relate to a 'disclosable matter').</li> </ul>
<b>Public interest disclosures</b>	<p>Disclosures can be made to a journalist or parliamentarian under certain circumstances and qualify for protection. Disclosers should contact the Whistleblower Protection Officer or an independent legal</p>

(c) **Protection under the Corporations Act**

The following protections under the Corporations Act are available to disclosers who qualify for protection as a whistleblower:

*(a) Protection from detrimental acts or omissions*

We will not engage in conduct that causes detriment to a whistleblower (or another person), in relation to a disclosure, if:

- we believe or suspect that the whistleblower (or another person) made, may have made, proposes to make or could make a disclosure that qualifies for protection; and
- the belief or suspicion is the reason, or part of the reason, for the conduct.

We cannot make a threat to cause detriment to a whistleblower (or another person) in relation to a disclosure. A threat may be express or implied, or conditional or unconditional. A discloser (or another person) who has been threatened in relation to a disclosure does not have to actually fear that the threat will be carried out.

Examples of detrimental conduct include, but are 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;
- harassment or intimidation of a person;
- harm or injury to a person, including psychological harm;
- damage to a person's property;
- damage to a person's reputation;
- damage to a person's business or financial position;
- any other damage to a person.

Administrative action that is reasonable to protect a whistleblower from detriment (e.g. when the disclosure relates to wrongdoing in the discloser's immediate work area) will not be considered as detrimental conduct.

*(b) Protection of identity*

We cannot disclose the identity of a whistleblower or information that is likely to lead to the identification of the discloser (which they have obtained directly or indirectly because the discloser made a disclosure that qualifies for protection). The exception to this is if we disclose the identity of the discloser:

- to ASIC or a member of the Australian Federal Police (within the meaning of the Australian Federal Police Act 1979);
- to a legal practitioner (for the purposes of obtaining legal advice or legal representation about the whistleblower provisions in the Corporations Act);
- to a person or body prescribed by regulations; or
- with the consent of the whistleblower.

A person can disclose the information contained in a disclosure without the discloser's consent if:

- the information does not include the whistleblower's identity;

- the entity has taken all reasonable steps to reduce the risk that the discloser will be identified from the information; and
- it is reasonably necessary for investigating the issues raised in the disclosure.

It is illegal for a person to identify a whistleblower or disclose information that is likely to lead to the identification of the whistleblower, outside the abovementioned exceptions. You may lodge a complaint to a Whistleblower Protection Officer or the Pepper Money Ethics Hotline about a suspected breach of confidentiality. Alternatively, complaints may be lodged with a regulator such as ASIC or the ATO.

*(c) Civil, Criminal and administrative liability protection*

An eligible whistleblower is protected from any of the following in relation to their disclosure:

- civil liability;
- criminal liability; and
- administrative liability.

However these protections do not grant immunity for any misconduct a whistleblower has engaged in that is revealed in their disclosure.

*(d) Compensation and other remedies*

An eligible whistleblower (or any other employee or person) can seek compensation and other remedies through the courts if:

- they suffer loss, damage or injury because of a disclosure; and
- the entity failed to prevent a person from causing the detriment.

**Remedies include, but are not limited to compensation, an injunction, apology and reinstatement of employment. However, these protections do not grant immunity for any misconduct a discloser has engaged in that is revealed in their disclosure**

## 8. Schedule 2 – Australia: Special protections under the Taxation Administration Act

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### 1 Relevant sections of the Taxation Administration Act 1953 (Cth)

As at 1 July 2019, a comprehensive regime has been inserted into the Taxation Administration Act 1953 (Cth) (TAA). If you make a disclosure regarding breaches of Australian tax laws or misconduct in relation to an Australian entity's tax affairs, you will be protected. The amendments will apply retrospectively, in relation to disclosures made from 1 July 2018 onwards.

### 2 Criteria for protection

The TAA has broader application than the Corporations Act scheme. The following criteria must be met in order for you to be protected:

Criteria	Requirement
<b>Type of disclosure</b>	<p>You will qualify for protection in relation to a disclosure that you make about an entity or an associate of an entity, by reference to your current or former relationship with the entity.</p> <p>An entity can be an individual, company, partnership, trusts and superannuation entities.</p>
<b>Eligible whistleblower</b>	<p>You can be a current or former:</p> <ul style="list-style-type: none"> <li>i. officer of the entity;</li> <li>ii. employee of the entity;</li> <li>iii. individual who supplies services or goods to the entity (whether paid or unpaid);</li> <li>iv. individual who is an associate (within the meaning of section 318 of the <i>Income Tax Administration Act 1936</i> (Cth)) of the entity;</li> <li>v. spouse or a child of any individual referred to above;</li> <li>vi. dependent of an individual referred to above or a dependant of the individual's spouse; or</li> <li>vii. individual prescribed by the regulations in relation to the entity.</li> </ul>
<b>Subject matter of the disclosure</b>	<p>In order to be an eligible disclosure, your disclosure must assist the Commissioner of Taxation to perform his or her functions or duties under taxation law in relation to the entity about which the disclosure is made.</p> <p>A 'taxation law' is an Act of which the Commissioner has general administration, a legislative instrument made under such Act of the Tax Agent Services Act 2009 (Cth) (TASA) or regulations made under the TASA.</p>
<b>Eligible recipient</b>	<p>You must make the disclosure to an eligible recipient. An eligible recipient is someone who is in the position to take some action in relation to the issues raised in a disclosure. An eligible recipient may be:</p> <ul style="list-style-type: none"> <li>i. an auditor or member of an audit team conducting an audit, of the financial or tax affairs of an entity;</li> <li>ii. a registered tax agent or BAS agent who provides services to the entity;</li> <li>iii. a person authorised by the entity in relation to the operation of the whistleblower regime;</li> </ul>

	<ul style="list-style-type: none"> <li>iv. if the entity is a body corporate, a director, secretary or senior manager of the body corporate or other employee or officer who has functions or duties in relation to the entity's tax affairs;</li> <li>v. if the entity is a trust, a trustee of the trust or a person authorised by the trustee to receive whistleblower disclosures; or</li> <li>vi. if the entity is a partnership, a partner or a person authorised by the partner to receive whistleblower disclosures.</li> </ul>
<b>Reasonable grounds</b>	You must have reasonable grounds to suspect that the information indicates misconduct or an improper state of affairs or circumstances, in relation to the tax affairs of the entity, and may assist that eligible recipient to perform their functions or duties in relation to that tax affair.
<b>Your disclosure must be in relation to tax affairs of an entity</b>	<p>Your disclosure must be in relation to a tax affair. A 'tax affair' is an affair relating to all taxes imposed by or under, or assessed or collected under, all laws administered by the Commissioner. Such information may include details of non-compliance by the entity.</p> <p>You will not be protected if your disclosure is given for purely workplace related issues.</p>

### 3 Protection under the TAA

Types of protection under the TAA include:

(i) Confidentiality of identity

It is an offence to disclose your identity or to disclose information that is likely to lead to your identification if you are eligible for protection under the TAA. This is designed to protect you from victimisation, career damage or other harm.

Disclosure of your identity is not an offence in the following limited circumstances:

- (A) if it is made to the ATO or AFP;
- (B) if it is made to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of the tax whistleblower regime;
- (C) if it is made to a person or body prescribed by regulation; or
- (D) if it is made with the consent of the whistleblower.

(ii) Whistleblower immunities

The TAA ensures that you are entitled to a number of immunities if you are eligible for protection under the TAA, including the following:

(A) Disclosure that qualifies for protection is not actionable

You will not be subject to any civil, criminal or administrative liability (including disciplinary action) for making the disclosure, and no contractual or other remedy may be enforced against you on the basis of any eligible disclosure.

(B) Information provided in disclosure is not admissible against the whistleblower

Potentially incriminating information that is part of disclosure is prevented from being admissible in evidence against you in criminal proceedings or in proceedings for the imposition of a penalty. This immunity only applies to disclosures made to the Commissioner.

However, the information may be used in evidence against you in proceedings in respect of the falsity of the information.

(C) Qualified privilege

You are not, in the absence of malice, liable to an action for defamation in respect of the disclosure.

(D) Contracts may not be terminated for disclosure

You are protected from termination of your employment or of another contract to which you are a party.

(iii) Victimisation of whistleblowers prohibited

It is an offence for a person to victimise you or another person by engaging in conduct that causes detriment where the conduct is based on a belief or suspicion a person has made, may have made, proposes to make, or could make a disclosure that qualifies for protection.

'Detriment' is defined broadly, and includes:

- (i) dismissal of an employee;
- (ii) injury of an employee in their employment;
- (iii) alteration of an employee's position or duties to their disadvantage;
- (iv) discrimination between an employee and other employees of the same employer;
- (v) harassment or intimidation of another person;
- (vi) harm or injury to a person, including psychological harm;
- (vii) damage to a person's property;
- (viii) damage to a person's reputation;
- (ix) damage to a person's business or financial position; and
- (x) any other damage to a person.

(iv) Compensation and other remedies

Compensation and other remedies are available for you or other individuals who are victimised as a result of or in relation to a disclosure qualifying for protection. A person can seek compensation for loss, damage or injury suffered because of the conduct of a person where:

- (A) the first person engages in conduct that causes any detriment to another person or constitutes the making of a threat to cause detriment to another person (the second person);
- (B) when the first person engaged in the conduct, the first person believed or suspected that the second person or any other person made, may have made, proposes to make, or could make, a qualifying disclosure; and
- (C) the belief or suspicion is the reason, or part of the reason for the conduct.

Orders that can be made include:

- (A) order that requires the first person to compensate the person that has suffered the victimising conduct;
- (B) where the first person is engaged in victimising conduct in connection with his or her position as an employee:
  - requiring the first person and the first person's employer to compensate the person for loss, damage or injury;
  - requiring the first person and the first person's employer jointly to compensate;
  - requiring the first person's employer to compensate the person.
- (C) an order granting an injunction to stop, prevent or remedy the victimising conduct;
- (D) an order requiring the first person to apologise;
- (E) where the victimising conduct consists of termination of employment (wholly or partly), that the person be reinstated;
- (F) order requiring the first person to pay exemplary damages; and/ or
- (G) any other order that the court thinks is appropriate.

## 9. Schedule 3 – New Zealand: Special provisions under the Protected Disclosures Act 2000

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### 1 The Protected Disclosures Act 2000

The Protected Disclosures Act 2000 (PDA) provides protection for New Zealand whistleblowers.

### 2 Criteria for Protection

Importantly, there are a number of criteria that you must meet in order to qualify for whistleblower protection under the PDA. These are captured in table below:

Criteria	Requirement
Eligible whistleblower	<p>You must be:</p> <ul style="list-style-type: none"> <li>(i) a current officer (such as a director) of the Company or any other person concerned in the management of the Company;</li> <li>(ii) a current or former employee of the Company;</li> <li>(iii) an individual contractor that has a current contract to supply services to the Company;</li> <li>(iv) a secondee to the Company; or</li> <li>(v) a volunteer for the Company.</li> </ul>
Who the disclosure is made to	<p>The disclosure must be made to the person identified in this policy in order to attract the protection of the PDA, except that it may be made to the CEO of Pepper Money where:</p> <ul style="list-style-type: none"> <li>(i) the policy requires you to make the disclosure to an individual you reasonably believe to be involved in the wrongdoing; or</li> <li>(ii) the policy requires you to make the disclosure to an individual you reasonably believe it inappropriate to make the disclosure to, on account of their relationship with a person involved in the wrongdoing</li> <li>(iii) The disclosure may be made to an appropriate authority (such as the Police, or the Serious Fraud Office) if the employee making the disclosure believes on reasonable grounds that: <ul style="list-style-type: none"> <li>(iv) the CEO of Pepper Money is or may be involved in the serious wrongdoing;</li> <li>(v) immediate reference to an appropriate authority is justified because urgency is required, or some other exceptional circumstances apply; or</li> <li>(vi) there has been no action or recommended action regarding</li> </ul> </li> </ul>

	<p>the disclosure within 20 working days of the disclosure date.</p> <p>(vii) Employees may also make a disclosure to a Minister of the Crown or Ombudsman in certain circumstances where the above options have been exhausted.</p>
Whether you provide your name	<p>There is no requirement to provide your name while making your disclosure. However, we may require your name to effectively investigate the allegations, and if you provide your name we can disclose it if one of the exceptions to confidentiality detailed below apply.</p>
Disclosure must concern 'serious wrongdoing'; employee must believe disclosure is true on reasonable grounds and want to disclose it for a proper purpose	<p>Your disclosure must be about serious wrongdoing within the organisation to attract the protection of the PDA. 'Serious wrongdoing' includes:</p> <ul style="list-style-type: none"> <li>• an act, omission, or course of conduct that constitutes a serious risk to public health or public safety or the environment;</li> <li>• an act, omission, or course of conduct that constitutes a serious risk to the maintenance of law, including the prevention, investigation, and detection of offences and the right to a fair trial; or</li> <li>• an act, omission, or course of conduct that constitutes an offence.</li> </ul> <p>You must also:</p> <ul style="list-style-type: none"> <li>• believe on reasonable grounds that the information you are disclosing is true or likely to be true;</li> <li>• want to disclose the information so that the serious wrongdoing can be investigated; and</li> <li>• want the disclosure to be protected under the PDA.</li> </ul>
Made in good faith	<p>The PDA's protections will not apply if you have, while attempting to make a protected disclosure, made an allegation known to you to be false or if you otherwise act in bad faith.</p>

**3 Protection under the PDA**

The PDA gives protection to you in certain circumstances if you disclose your concerns in accordance with the Act. Types of protection include:

(i) Protection of information

The person or agency you made the disclosure to must keep information provided by you confidential subject to exceptions set out in the PDA and set out below. No person or agency may disclose the information you have provided unless the disclosure is specifically authorised by law, or you consent to the disclosure.

(ii) Protection of identity

The person or agency you made the disclosure to may not disclose your identity if you are protected by the PDA, unless the disclosure is specifically authorised by law or you consent to the disclosure.

The person or agency is authorised by law to disclose your identity where:

- disclosure is necessary for investigating the wrongdoing;
- it is necessary to prevent serious risk to public health or safety or the environment;  
or
- disclosure is required by natural justice principles.

(iii) Protection for whistleblowers against litigation and disciplinary proceedings

If your disclosure meets the criteria of the PDA, you are protected against a civil or criminal action brought against you for making that disclosure. You are also protected against internal disciplinary proceedings and may have grounds for a personal grievance if you are discriminated against on the basis of making a protected disclosure.

(iv) Reinstatement of employment

If the Company terminates your employment as a result of a protected disclosure, you may ask the court for an order to reinstate you either in your original position, or in another position at a comparable level in the Company.

(v) Protection for whistleblowers against victimisation

It may be a civil offence to victimise you because of a protected disclosure made by you.

If you suffer damage because of such victimisation, you can claim compensation for that damage from the person who has victimised you.

## Appendix A - Related Documents

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- Anti-Discrimination, Harassment and Bullying Policy
- Conflict of Interests Policy
- Pepper Money Code of Conduct
- PSO (Manila) Code of Conduct

## Appendix B – Glossary and Abbreviations

Definition	Description
Employee	Pepper Money employees, directors, contractors and consultants
Misconduct	Defined in s9 of the Corporations <b>Act</b> to include ‘fraud, negligence, default, breach of trust and breach of duty’
Pepper Money	Pepper Money Limited and its Australian and New Zealand subsidiaries which operate a business in Australia and/or New Zealand
Reportable Conduct	Incidents of suspected or actual misconduct
Serious Wrongdoing	Defined in the Protected Disclosures Act as: <ul style="list-style-type: none"> <li>• an act, omission, or course of conduct that constitutes a serious risk to public health or public safety or the environment;</li> <li>• an act, omission, or course of conduct that constitutes a serious risk to the maintenance of law, including the prevention, investigation, and detection of offences and the right to a fair trial; or</li> <li>• an act, omission, or course of conduct that constitutes any offence.</li> </ul>
Whistleblower	A Whistleblower is anyone who makes or attempts to make a report of disclosable matters under this Policy. In addition to the protections under the Policy, certain legislation may offer them statutory protections.
Whistleblower Protection Officer	An employee who is responsible for: <ul style="list-style-type: none"> <li>• Responding to the initial report;</li> <li>• Co-ordinating the investigation into a report;</li> <li>• Documenting and handling all matters in relation to the report and investigation; and,</li> <li>• Finalising all investigations including reporting the outcome internally and to relevant external stakeholders.</li> </ul>
Eligible Whistleblower	A Whistleblower who is: <ul style="list-style-type: none"> <li>• a current or former officer (usually a director or a secretary) of the Company;</li> <li>• a current or former employee of the Company</li> <li>• a current or former contractor or employee of a contractor that has supplied goods or services to the Company;</li> <li>• a spouse, dependent, or other relative of a person listed above; or</li> <li>• an anonymous discloser.</li> </ul>