



# Whistle-blower Policy

Payright Limited

# Whistle-blower Policy

## Overview

A safe and supportive environment in which all team members are respected and supported is critical to our long-term success. At Payright we value Integrity and encourage everyone to “call it out” when they are witness to or have evidence of suspected or actual misconduct or wrongdoing. The policy should be read with the Code of Conduct.

This policy has been designed to comply with the *Treasury Laws Amendment (Enhancing Whistle-blower Protections) Act 2019*, the *Corporations Act 2001* and the recommendations of the ASX Corporate Governance Principles and Recommendations, 4th Edition (2019). This policy is intended to achieve the following outcomes:

- Encourage all staff to disclose gross misconduct or wrongdoing where they have reasonable grounds to suspect a serious breach of policy or unlawful activity has occurred.
- Minimise the risk of unlawful, corrupt or other improper conduct occurring within Payright.
- Protect individuals who disclose reasonably suspected misconduct or wrongdoing without fear of reprisal, dismissal or discriminatory treatment.
- Assist in ensuring that such matters are identified and dealt with appropriately.

Payright is committed to promoting this Policy actively and regularly and will provide upfront and ongoing training to all staff as required.

## Application

This Policy applies to all Payright Staff, including all current and former employees, officers, board members, contractors and consultants and the spouses and relatives of these individuals. For the purposes of this policy, these persons are all **Eligible Whistle-blowers**.

## Availability and training

A copy of this policy is available at [www.investors.payright.com.au](http://www.investors.payright.com.au) and on the Payright intranet.

A copy of the policy is provided to all new starters during onboarding. Relevant training is included as part of employee induction and on an ongoing basis.



### Call it out

#### What to call out

All Eligible Whistle-blowers are encouraged to disclose gross misconduct or wrongdoing, where they have reasonable grounds to suspect something unlawful or improper has taken place. Examples of misconduct or wrongdoing which should be disclosed under this Policy, whether actual or suspected may include matters that relate to business behaviour and practices that may cause consumer harm such as:

- dishonest, fraudulent or other unethical conduct in breach of Payright's Code of Conduct.
- illegal, corrupt or an irregular use of Payright's funds;
- oppressive, discriminatory or grossly negligent behaviour;
- an unsafe work-practice;
- a serious breach of Payright's policies (including the protections afforded to Whistleblowers under this Policy);
- an improper or misleading practice regarding accounting or financial reporting;
- a failure to comply with any legal or regulatory obligation or the ASX Listing Rules;
- a serious risk to public safety, the financial system or the environment;
- a 'disclosable matter' under 1317AA of the Corporations Act
- and a deliberate concealment of any conduct above, (each a Disclosable Matter).

#### What not to call out

Not all matters will qualify for protection under this Policy, but could be protected under other legislation, such as the *Fair Work Act 2009*. A disclosure that relates to a personal work-related grievance does not constitute a Whistleblower Report, therefore does not qualify for protection under the Corporations Act.

Personal work-related grievances are generally grievances relating to current or former employment or engagement of an individual (or that of a relative or dependent) that have personal implications for them solely but do not have any other significant implications for Payright or relate to any conduct about a disclosable matter. These include interpersonal conflicts between employees, or a decision relating to employment or engagement, such as a transfer, promotion or disciplinary action.

Any personal work-related grievances should be raised with your people leader or Head of People & Culture.

### Who to 'call it out' to

The Head of People & Culture performs the role of **Whistle-blower Protection Officer ('WPO')** and the **Whistle-blower Investigation Officer ('WIO')** role for the purpose of this policy. The Head of People & Culture may engage additional resources where appropriate to assist in conducting investigations.

The WPO has the responsibility of protecting and safeguarding the interests of Eligible Whistle-blowers within the meaning of this Policy. In the unlikely event that the WPO is the subject of the Whistleblowing disclosure, Payright General Counsel will fill the role of WPO and WIO (or will appoint an appropriate delegate to carry out the WIO role).

**The WPO** is responsible for ensuring any whistleblowing disclosures are managed according to the Policy and providing support as required.



### How to 'call it out'

If an Eligible Whistle-blower becomes aware of misconduct or wrongdoing, then it must be called out. Whistle-blowers can provide their name and contact details when they report. They can also report anonymously. Disclosure may be made in any of the following ways:

#### Internal disclosures

Eligible Whistle-blowers internal to Payright, who would like to have a confidential discussion about their concerns or make a disclosure about misconduct or wrongdoing should:

- Contact their manager; or
- the WPO directly in the first instance to discuss their concerns; or
- Complete the 'Call it out' online form available on the intranet.  
This will be automatically sent to the WPO for review.

Alternatively, disclosures can be made to a member of the Senior Executive Team or the Board.

Where possible, disclosures should provide specific, adequate and pertinent information with respect to, among other things, dates, places, persons, witnesses, amounts, and other relevant information, in order to allow for a reasonable investigation to be conducted.

#### External disclosures

Eligible Whistle-blowers external to Payright may contact the WPO through one of the following channels:

Email: Integrity@payright.com.au  
Telephone: 1300 338 496  
(Request to speak to the Head of People and Culture).

Alternatively, disclosures can be made to a member of the Senior Executive Team or the Board.

#### Disclosure to external bodies

Eligible Whistle-blowers are also entitled to make disclosures of reasonably suspected misconduct or wrongdoing to their own legal advisers, regulatory bodies, external parties and members of Commonwealth, state or territory parliaments (parliamentarians), where the disclosure is a matter of significant public interest disclosure or emergency disclosure.

Nothing in this Policy should be interpreted as restricting an Eligible Whistle-blower from raising issues or providing information to an external party, in accordance with any relevant law or regulation.

The Eligible Whistle-blower may also contact the WPO to discuss the incident.

If the WPO is the subject of the whistleblowing disclosure, the Eligible Whistle-blower may contact the Payright General Counsel.



### Investigation

#### Investigation process

Disclosures raised by Eligible Whistle-blowers must have reasonable grounds. The WPO will determine if the information disclosed warrants investigation or verification and may take further action. Investigations are conducted fairly, independently (without bias) and in strict confidence.

When possible and appropriate, a person being investigated will have an opportunity to respond to the information in the report that involves them.

The WPO will acknowledge receipt of the information disclosed and where possible, provide updates on the progress of the investigation. All Eligible

Whistle-blowers must maintain confidentiality of all such disclosures, and not disclose details to any person.

Payright is committed to protecting the wellbeing, and ensuring the fair treatment, of all its employees, including those who are mentioned in disclosures made under this policy. If any employee requires additional support in relation to responding to an investigation or allegation, they may contact the Head of People & Culture ([peopleandculture@payright.com.au](mailto:peopleandculture@payright.com.au)) or access the Employee Assistance Program.

All disclosures of misconduct or wrongdoing will be treated seriously and thoroughly investigated by or at the direction of the WPO with the objective of locating evidence that either substantiates or refutes the claims made by the Eligible Whistle-blower.

Following a disclosure of misconduct or wrongdoing, either internally or externally, the following procedure is to be followed:

- The WPO will review the issue of concern and determine the appropriate manner of investigation. Including determining what resources are needed and securing access to those resources, including where necessary the assistance of other employees or external professional help (including lawyers, accountants, forensic analysts or operational experts);
- The WPO will conduct or direct the investigation, consider appropriate process/control improvements (risk assessments, audits, etc.); and prepare an investigation report;
- Where possible, the WPO will also advise and debrief the Eligible Whistle-blower following the completion of the investigation.

#### Investigation findings

At the end of the investigation, the WPO will report their findings to the Payright Board who will determine the appropriate response. This response will include addressing any unacceptable conduct and taking remedial action required to prevent any future occurrences of the same misconduct or wrongdoing.

In the event of the WPO being the subject of an investigation or disclosure, the Payright General Counsel will determine the report and corrective measures.

All investigation outcomes will be reported to the Payright Board.

Where allegations are substantiated, disciplinary measures may be taken including termination of employment. Where allegations of misconduct or wrongdoing made against another person cannot be substantiated, that person will be advised accordingly and will be entitled to continue in their role as if the allegations had not been made.

#### Anonymity

The identity of the Eligible Whistle-blower will be kept strictly confidential by the WPO unless:

- The Eligible Whistle-blower consents to the disclosure of their identity; or
- Disclosure of the identity of the Eligible Whistle-blower is required to be made to ASIC, APRA, or the Australian Federal Police, or to a lawyer for advice about the whistle-blower protections.

Anonymous disclosures of reasonably suspected misconduct or wrongdoing will still be protected under the Policy. As will those that turn out to be incorrect but that were made in good faith.

Any team member (including the WPO) who discloses the identity of the Whistle-blower without prior agreement (unless permitted by law) may face disciplinary action under Payright's Disciplinary and Dismissal Policy up to and including dismissal.



### Whistle-blower protection

An Eligible Whistle-blower who discloses reasonably suspected misconduct or wrongdoing, will not be penalised or personally disadvantaged because of their disclosure. Payright will not tolerate any instances of Eligible Whistle-blowers being:

- dismissed;
- demoted;
- subjected to any form of harassment and persecution; or
- discriminated against.

An Eligible Whistle-blower who believes they or their family, have been victimised as a result of their status as a Whistle-blower, should immediately report the matter to the WPO.

Any Payright staff member who is found to have dismissed, demoted, harassed, or discriminated against an Eligible Whistle-blower may be subjected to disciplinary measures including termination of employment.

Eligible Whistle-blowers may be entitled to the following legal protections:

- identity protection (confidentiality);
- protection from detrimental acts or omissions;
- compensation and remedies; and
- civil, criminal and administrative liability protection.

Disclosures that are not about misconduct or wrongdoing do not qualify for protection under the Corporations Act 2001.

This Policy and its protections do not extend to disclosures about personal employment or workplace grievances such as interpersonal conflicts, or transfer, promotion, or disciplinary decisions.

An Eligible Whistleblower can still qualify for protection even if their disclosure turns out to be incorrect.

### False disclosures

Eligible Whistle-blowers must have reasonable grounds for making disclosures about misconduct or wrongdoing.

Eligible Whistle-blowers must ensure as far as possible, that disclosures are factually accurate, complete, from firsthand knowledge, presented in an unbiased fashion (and any possible perception of bias of the Eligible Whistle-blower is disclosed), and without material omission.

Deliberate false disclosures will not be tolerated by Payright and may result in disciplinary proceedings, including summary dismissal.

### Policy review

Payright will periodically review this Policy to ensure that it is operating effectively and make any changes as required. The Head of People & Culture will communicate any amendments to employees as appropriate.

