

# Whistleblower Policy

## 1. Purpose

- 1.1. The purpose of CSG's Whistleblower policy is to promote a culture of compliance, honesty and ethical behaviour by encouraging staff to feel confident about raising concerns internally, by offering a reporting and investigative mechanism that is objective and confidential and protects the employee from reprisal or disadvantage. Through this policy CSG also seeks to ensure an environment free from victimization and other detriment to those who report such matters, so that risk and cultural issues can be managed.
- 1.2. Under this Policy:
  - 1.2.1. You are encouraged to report your concerns, whether openly or, if required, anonymously.
  - 1.2.2. If you report your concerns, you will be afforded confidentiality unless you indicate or the law requires otherwise.
  - 1.2.3. Concerns reported by you will be properly investigated within a reasonable period with a view to establishing the truth and correcting any wrongdoing where possible.
  - 1.2.4. If you choose to disclose your identity from the outset you will be advised of the outcome of the investigation and any action taken as much as practicable.
  - 1.2.5. You will not be victimised or adversely affected because of your action in reporting your concerns, even if they are found to be untrue (provided of course

that there is a basis for your concerns), and that you have reasonable grounds to suspect misconduct, or an improper state of affairs or circumstances.

## 2. Scope

This Code applies to all directors, employees, contractors, consultants and others who represent the “CSG Group” which includes the parent entity, CSG Limited and all subsidiaries.

## 3. Who is an Eligible Whistleblower’?

### Australia

The *Treasury Laws Amendment (Enhancing Whistleblower Protections) Act 2019* defines an **Eligible Whistleblower** as:

- (a) an officer;
- (b) an employee;
- (c) an individual who has a contract for the supply of services or goods to CSG;
- (d) an employee of a person who has a contract for the supply of service or goods to CSG;
- (e) an individual who is an associate of CSG;
- (f) a relative of an individual referred to in (a) to (e);
- (g) a dependent of an individual referred to in (a) to (e).

You are entitled as a whistleblower to keep your identity anonymous and if the matter relates directly to you to seek independent legal advice.

### New Zealand

The New Zealand *Protected Disclosures Act 2000* provides that any of the following persons can make protected disclosures:

- (a) a former employee;
- (b) an individual who is engaged or contracted under a contract for services to do work for CSG;
- (c) any person concerned in the management of CSG (including a member of the board);
- (d) a person seconded to CSG; and
- (e) a person who works for CSG as a volunteer without reward or expectation of reward for the work.

## 4. What is a Reportable Matter?

4.1. All CSG staff employees have a responsibility to help detect, prevent and report instances of suspicious activity or wrongdoing.

4.2. A *Reportable Matter* is where a discloser has reasonable grounds to suspect that either:

4.2.1. The information indicates that CSG or an officer or employee of CSG has engaged in conduct that is an offence or breach of Australian or New Zealand legislation constitutes an offence against any other law of the Commonwealth which is punishable by imprisonment for a period of 12 months or more; or represents a danger to the public or the financial system; or

4.2.2. the information concerns misconduct or an improper state of affairs or circumstances in relation to CSG and includes conduct or concerns about conduct which is dishonest, fraudulent or corrupt and can cause financial loss to CSG, damage its reputation or be otherwise detrimental to CSG's interests. Improper conduct may include:

- (a) Fraud (including fraud against CSG or a customer)
- (b) Corruption
- (c) Dishonesty
- (d) Illegal/ criminal behaviour or acts
- (e) Harassment, discrimination, bullying or violence
- (f) Failure to comply with any legal or regulatory obligations
- (g) Unfair or unethical dealings with a customer
- (h) Unethical or otherwise has the potential to damage CSG's reputation
- (i) A breach of CSG's policy, such as Code of Conduct
- (j) Detriment caused to or threatened to be caused to another including;
  - dismissal of an employee;
  - injury of an employee in his or her employment;
  - alteration of an employee's position or duties to his or her disadvantage;
  - discrimination between an employee and other employees of the same employer;
  - 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.

4.3 In the event detriment is caused in any of the above defined circumstances, CSG will make all efforts to correct such conduct and investigate the matter further, and as far as possible provide you with information relating to the steps taken to address the matter.

- 4.4 CSG adopts an absolute zero tolerance to inappropriate conduct. It is our policy to actively detect fraud or improper conduct and detriment caused and to use every available disciplinary avenue to ensure that the offender is appropriately dealt with.
- 4.5 In line with this view, CSG will take disciplinary actions against any person who commits fraud or engages in improper conduct. These disciplinary actions may include:
- (a) Criminal prosecution and involvement of relevant authorities; and
  - (b) Dismissal.
- 4.6 The protections offered under the Treasury Laws Amendment (Enhancing Whistleblower Protections) Act 2019 relate to matters of a reportable nature as described above. Disclosures that are proven to be untrue may still qualify for protection under the Corporations Act.
- 4.7 Disclosures that are not about disclosable matters do not qualify for protection under the Corporations Act (or the Taxation Administration Act, where relevant. Disclosures may be protected under other legislation, such as the Fair Work Act 2009 (Fair Work Act).
- 4.8 For the avoidance of doubt, Reportable Conduct does not include 'personal work-related grievances. These are generally grievances relating to a Staff Member's current or former employment or engagement (or that of their relative or dependent who is a Staff Member) that have implications for that person personally, and that do not have broader implications for the Group. For example, an interpersonal conflict between Staff Members, or a decision relating to employment or engagement, such as a transfer, promotion or disciplinary action of a Staff Member.
- 4.9 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. Personal work-related grievances can still qualify for protection in the event that:
- (a) The disclosure includes information about misconduct, or information about misconduct includes or is accompanied by a personal work-related grievance (mixed report);
  - (b) the entity 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;
- (c) the discloser suffers from or is threatened with detriment for making a disclosure or
  - (d) the discloser seeks legal advice or legal representation about the operation of the whistleblower protections under the Corporations Act.

## 5. Disclosure Process

- 5.1. Any report under this Policy by a whistleblower must be made to an *Eligible Recipient*. Internal Eligible Recipients include the Whistleblower Investigation Officers (WIO's) who at CSG are:

**Chief People Officer** at CSG Ltd.

Tel: +61 407 767 133

Email: [PeopleandCulture@csg.com.au](mailto:PeopleandCulture@csg.com.au), [PeopleandCulture@csg.co.nz](mailto:PeopleandCulture@csg.co.nz)

**The Company Secretary** at CSG Ltd.

Tel: +61 292 162 705

Email: [Company.Secretary@csg.com.au](mailto:Company.Secretary@csg.com.au)

**Chairman**, Audit and Risk Management Committee at CSG Ltd. Please contact Company Secretary for contact details.

Eligible recipients also include internal and external auditors (including members of an audit team) conducting an audit.

- 5.2. Reports can be made via telephone and email and any reports will be treated with utmost confidentiality and the identity of the whistleblower will not be disclosed, unless otherwise required by law.
- 5.3. Reports can be made anonymously if required, however this may affect the ability to investigate the matter properly and the ability to communicate with you about your report.
- 5.4. Whilst internal disclosure is encouraged at all times, nothing in this policy should be taken as restriction from reporting any matter to an external Eligible Recipient in accordance with any relevant law, regulation or other requirement. However, in considering taking a Reportable Matter outside the CSG Group, you should be aware of your duty of confidentiality and you should consider whether reporting the concern externally, without first giving the Company the opportunity to look into it, is the reasonable course of action.
- 5.5. Upon receipt of a report, the WIO's are responsible for ensuring the matter is properly investigated within a reasonable period, and where possible the whistleblower will be informed of the outcome.

- 5.6. The WIO's will keep all disclosures and whistleblower's identity confidential unless otherwise required by law.
- 5.7. Where internal disclosure is not appropriate, reports can be made to the following external Eligible Recipients:
  - (a) ASIC (Australian Securities and Investments Commission); or
  - (b) A prescribed Commonwealth authority; or
  - (c) An auditor, or a member of an audit team conducting an audit, of CSG; or
  - (d) An actuary of CSG or a related body.

## 6. Investigation & Communication Process

- 6.1. Investigation processes will vary depending on the precise nature of the conduct being investigated. The purpose of the investigation is to determine whether or not your concerns are substantiated, with a view to CSG then rectifying any wrongdoing uncovered to the extent that this is practicable in all the circumstances.
- 6.2. Where applicable, the WIO's may obtain specialist, independent advice on matters and all staff of CSG are required to assist the investigator in maximum possible extent to facilitate the investigation.
- 6.3. The investigation will be thorough, objective, fair and independent of you, anyone who is the subject of the Reportable Matter, and any business unit concerned.
- 6.4. Where the disclosure is not anonymous, the WIO's will keep the whistleblower informed of the outcome of the investigation arising from their report, subject to considerations of the privacy of anyone who is the subject of the Reportable Matter and normal confidentiality requirements.
- 6.5. Any intentional false reporting of a Reportable Matter will be treated as a serious disciplinary matter.

## 7. Whistleblower Protection and Guidance

- 7.1. CSG has a legal obligation to protect the confidentiality of a discloser's identity. It is illegal for a person to disclose the identity of a discloser 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). exceptions to this exist if a person discloses the identity of the discloser:

- 7.1.1. to ASIC, or a member of the Australian Federal Police (within the meaning of the Australian Federal Police Act 1979);
  - 7.1.2. to a legal practitioner (for the purposes of obtaining legal advice or legal representation about the whistleblower provisions in the Corporations Act);
  - 7.1.3. to a person or body prescribed by regulations; or
  - 7.1.4. with the consent of the discloser.
- 7.2. A complaint can be lodged with the entity about any breach of confidentiality, further complaints can be lodged with ASIC or the ATO, for investigation.

### Australia

A disclosure will qualify for protection if:

- (a) The discloser is an Eligible Whistleblower; and
- (b) The disclosure relates to a Reportable Matter; and
- (c) The disclosure is made to:
  - (i) A WIO; or
  - (ii) ASIC or a prescribed Commonwealth authority; or
  - (iii) An auditor, or a member of an audit team conducting an audit, of CSG; or
  - (iv) An actuary of CSG or a related body; or
  - (v) A legal practitioner for the purpose of obtaining legal advice or legal representation.

### New Zealand

A disclosure will qualify for protection if:

- (a) the information is about a serious wrongdoing in or by CSG; and
- (b) you reasonably believe the information is true or likely to be true; and
- (c) you want the serious wrongdoing to be investigated; and
- (d) you want the disclosure to be protected.

You may choose to notify the office of the New Zealand Ombudsman, orally or in writing and the Ombudsman must provide information and guidance on any matters concerning the law that governs this policy.

- 7.3. CSG is committed to protecting and respecting the rights of a person who reports wrongdoings and will show zero tolerance for any reprisals or victimisation including harassment, retaliatory action or threats of retaliatory action, adverse employment

consequences and any kind of current or future bias, against a whistleblower or someone who is believed to be one.

- 7.4. CSG is committed to ensuring fair treatment of employees of CSG who are mentioned in the disclosures that qualify for protection or to whom any such disclosure relates.
- 7.5. Those found to have taken any of the above adverse actions may face disciplinary action, including the possibility of dismissal.
- 7.6. All files relating to your report are kept secure, and that information received from you is held in confidence and is only disclosed to a person not connected with the investigation if:
  - (a)** You have been consulted and have consented to the disclosure, or
  - (b)** It is required or permissible by law.
- 7.7. It is possible that someone might deduce your identity without there having been a breach of confidentiality, if the nature of your report points to one particular individual having made it, or otherwise as a consequence of the nature of the investigatory process.
- 7.8. CSG recognises that “whistleblowing” can be a very stressful and difficult thing to do. Provided that you have reasonable grounds to suspect that the information concerns misconduct, or an improper state of affairs or circumstances and that you have not yourself engaged in serious misconduct or illegal conduct, to the maximum extent possible you will not be subject to disciplinary sanctions by CSG in relation to any matters that you report.
- 7.9. Disclosures are protected from any of the following in relation to their disclosure:
  - 7.9.1. civil liability (e.g. any legal action against the discloser for breach of an employment contract, duty of confidentiality or another contractual obligation);
  - 7.9.2. criminal liability (e.g. attempted prosecution of the discloser for unlawfully releasing information, or other use of the disclosure against the discloser in a prosecution (other than for making a false disclosure)); and
  - 7.9.3. administrative liability (e.g. disciplinary action for making the disclosure).
- 7.10. These protections do not grant immunity for any misconduct a discloser as engaged in that is revealed in their disclosure.
- 7.11. In certain rare circumstances it may become necessary for disclosure to be made to a parliamentarian or journalist as necessitated by an ‘emergency situation’ or as necessitated by ‘public interest’. These situations are defined in s1317AAD of The Corporations Act. Important criteria apply for making a public interest or emergency disclosure, please refer to s1317AAD of The Corporations Act. A discloser should

contact an independent legal adviser before making a public interest disclosure or an emergency disclosure.

## 8. Compensation for Whistleblowers

In the event that you (as the victim) suffer damage as a result of the conduct of CSG or others, which results from your disclosure, you may be entitled to compensation under Section 1317AD of the *Treasury Laws Amendment (Enhancing Whistleblower Protections) Act 2019*, in Australia.

## 9. Records

The WIO's will maintain a confidential and secure record of all whistleblowing disclosures, reports and actions taken under this policy.

## 10. Disclaimer

**10.1** This policy does not form part of an employee's employment contract and does not over-ride the terms of any award to the extent that this policy provides a framework for the conduct of CSG in any particular situation and CSG may adopt an alternative course of action if the circumstances warrant it.

**10.2** This policy can be updated or amended from time to time by CSG at its absolute discretion. Employees will be notified of any changes. Employees are required to comply with this policy.

## 11. Availability of Policy

This policy will be made available on CSG's website.

## 12. References

For further information see Treasury Laws Amendment (Enhancing Whistleblower Protections) Act 2019 and Part 9.4AAA of The Corporations Act 2001 or The Protected Disclosure Act 2000 (NZ)

## 13. Review and Document Control

This policy will be reviewed every two (2) years and amended as required.

| Document Owner | Chief People Officer   |
|----------------|--|
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| Approved by    | Chief People Officer and General Counsel & Company Secretary |

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Contributors                      General Counsel and Company Secretary

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**Amendments:**

| Amendment      | Detail                                 | Author              | Date          |
|----------------|--|---------------------|---------------|
| Created Policy | Created Policy Document                | Reshmi Ray          | April 2017    |
| Policy updated | Updated to reflect legislative changes | Mihiri Sarathkumara | June 2018     |
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**Document Control**

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