

Whistleblower Policy.

21.11.2024

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1. Purpose of this Policy.

The purpose of this Whistleblower policy (Policy) is to document Judo Capital Holdings Limited's and Judo Bank Pty Ltd's (together, Judo) commitment to maintaining an open working environment of honesty and integrity, and the requirement for Judo's people to observe high standards of business and personal ethics in the conduct of their duties and responsibilities.

Judo encourages its employees to speak up about improper conduct and commits to ensuring that our people can do so without fear of intimidation, disadvantage or reprisal. This is to allow us to detect and address wrongdoing as soon as possible.

The Policy outlines:

- how 'Eligible Whistleblowers' can disclose improper conduct confidentially, anonymously and on reasonable grounds without the fear of reprisal or detrimental action;
- the rights of Eligible Whistleblowers who make disclosures under the Whistleblower protection provisions provided in the *Corporations Act 2001* (Cth) (**Corporations Act**) and the *Taxation Administration Act 1953* (Cth) (**Whistleblower Laws**);
- legal protections Eligible Whistleblowers are entitled to if they report a 'Disclosable Matter' to an 'Eligible Recipient', the Australian Securities and Investments Commission (**ASIC**), Australian Prudential Regulation Authority (**APRA**), or the Australian Tax Office (**ATO**).

The Policy defines these terms below.

The Policy will be made available to all employees and officers upon commencement with Judo during the induction process and will be available on the Judo Intranet and Judo's website.

1.1 Policy Maintenance.

Administration of this Policy

The Chief Legal & Commercial Officer is responsible for the application and administration of this Policy.

Amendments to this Policy

Following initial approval of this Policy by the Board, further amendments, subsequent revisions, and minor updates to this Policy are delegated to the Board Audit Committee for approval. This Policy will be reviewed every 2 years, unless there are legislative changes requiring more frequent updates.

1.2 Ancillary Policies.

This Policy is to be read in conjunction with Judo's:

- a. Compliance Framework;
- b. Fit and Proper Policy;
- c. Privacy Policy; and
- d. Code of Conduct.

2. Policy Operation.

2.1 Who May Make a Disclosure?

Under the Whistleblower Laws, an Eligible Whistleblower includes an individual who is, or has been:

- an officer or employee of Judo, including directors, interns, secondees, managers (permanent, part-time, fixed term, or temporary basis);
- a supplier of services or goods to, or a party that contracts with, Judo (whether paid or unpaid) including employees of a supplier or contractor (e.g. current and former contractors, consultants, service providers and business partners such as aggregators, brokers or referrers);
- an associate of Judo; or
- a relative, dependant or spouse of any of the above individuals.

2.2 When Will a Disclosure be Protected?

A disclosure made by an Eligible Whistleblower will be protected in the manner described in this Policy where:

- they have disclosed a 'Disclosable Matter' directly to an 'Eligible Recipient' or to ASIC, APRA or another Commonwealth body prescribed by regulations;
- they have made a disclosure to a legal practitioner for the purposes of obtaining legal advice or legal representation about the operation of the Whistleblower Laws; or
- they have made a disclosure to a journalist or member of Parliament and the disclosure meets the criteria for an 'Emergency Disclosure' or 'Public Interest Disclosure' under the Whistleblower Laws, as summarised in Section 2.7 below.

Judo also commits to treating disclosures made by any other external party where it relates to an individual covered in the Fit and Proper Policy in the same manner as a disclosure by an Eligible Whistleblower, in terms of confidentiality and protection from detriment

2.3 What is a Disclosable Matter?

A 'Disclosable Matter' is a disclosure of information by an Eligible Whistleblower where the Eligible Whistleblower has reasonable grounds (in practice, something more than a mere allegation with no supporting information) to suspect that the information:

- concerns misconduct, or an improper state of affairs or circumstances, in relation to Judo;
- concerns misconduct, or an improper state of affairs or circumstances, in relation to Judo's or an associate of Judo's tax affairs; or
- indicates that an officer or employee of Judo, has engaged in conduct that:
 - constitutes an offence against, or a contravention of, a provision of the Corporations Act, *Australian Securities and Investments Commission Act 2001* (Cth), *National Consumer Credit Protection Act 2009* (Cth), *Banking Act 1959* (Cth); *Financial Sector (Collection of Data) Act 2001* (Cth), *Insurance Act 1973* (Cth) or *Superannuation Industry (Supervision) Act 1993* (Cth), or an instrument made under those Acts;
 - constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more; or
 - represents a danger to the public or the financial system.

Misconduct or an ‘improper state of affairs or circumstances’ can, but does not necessarily need to, involve unlawful conduct. It may include systemic issues or information that indicates a significant risk to public safety or the stability of, or confidence in, the financial system. It may also include information that relates to business behaviour and practices that may cause consumer harm.

For example, Disclosable Matters include:

- a breach of Judo’s Code of Conduct including illegal, unethical or improper conduct;
- contravention or suspected contravention of legal or regulatory provisions (for example, insider trading, breaches of privacy or confidentiality obligations, money laundering, theft, making false statements to suppliers/customers);
- financial malpractice, impropriety or fraud, or repeated breaches of administrative procedures;
- bribery and corruption such as accepting or offering bribes or dishonestly taking advantage of employment position;
- auditing non-disclosure or manipulation of any audit processes;
- information that indicates a significant risk to public safety or the stability of, or confidence in, the financial system even if it does not involve a breach of a particular law; and
- any deliberate concealment relating to the above.

An Eligible Whistleblower who makes a disclosure may still qualify for protection even if the disclosure turns out to be incorrect.

2.4 What Types of Disclosures Are Not Disclosable Matters?

A disclosure will not qualify for protection if the information disclosed solely concerns a ‘Personal Work-Related Grievance’ of the Eligible Whistleblower and does not relate to detriment or threat of detriment to the Eligible Whistleblower.

A Personal Work-Related Grievance is a grievance about any matter in relation to the Eligible Whistleblower’s employment, or former employment, having (or tending to have) implications for the Eligible Whistleblower personally, but which does not:

- have any other significant implications for Judo;
- relate to any conduct or alleged conduct, referred to within the definition of a ‘Disclosable Matter’ in Section 2.3 above.

Examples of Personal Work-Related Grievances include:

- interpersonal conflict between the Eligible Whistleblower and another employee;
- decisions relating to the engagement, transfer or promotion of the Eligible Whistleblower; and
- decisions to suspend or terminate the engagement of the Eligible Whistleblower, or otherwise to discipline the Eligible Whistleblower.

Grievances of this type should be referred to the GM People.

A Personal Work-Related Grievance may still qualify for protection under the Whistleblower Laws if:

- it includes information about other misconduct, or if the information about misconduct includes or is accompanied by a Personal Work-Related Grievance;
- Judo 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 Eligible Whistleblower’s personal circumstances;

- the Eligible Whistleblower suffers from or is threatened with detriment for making a disclosure; or
- the Eligible Whistleblower seeks legal advice or legal representation about the operation of the Whistleblower protections under the Corporations Act.

2.5 Who Can Disclosures be Made to?

Disclosable Matters can be disclosed to an 'Eligible Recipient' which includes:

- Judo's external whistleblower platform (Section 2.6 below);
- Judo's Whistleblower Protection Officer;
- Any member of Judo's Executive Committee;
- an internal or external auditor, or an actuary of Judo; or
- a legal practitioner.

NOTE: Disclosures of information to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the Corporations Act are protected (even in the event that the legal practitioner concludes that the disclosure does not relate to a Disclosable Matter).

Disclosures of information may also be made to ASIC, APRA, or the ATO.

Judo recommends that Eligible Whistleblowers who wish to make a disclosure but want to obtain additional information prior to doing so contact the Whistleblower Protection Officer in the first instance.

2.6 How Can Disclosures be Made?

An Eligible Whistleblower may make a disclosure directly to any of the above Eligible Recipients. However, Judo's preference is for disclosures to be made to its authorised external whistleblower platform and Judo encourages individuals to make a disclosure by contacting, STOPline (Independent Whistleblower Service) at the following details:

Telephone: 1300 30 45 50

Email: judobank@stoline.com.au

Website: <https://judobank.stoplينerreport.com>

App: Disclosures can be made via the free STOPline App. To download, search for STOPline in the iTunes App Store or Google Play.

Alternatively, Judo's designated Whistleblower Protection Officer is:

Name: Yien Hong

Email: yien.hong@judo.bank

STOPline records all disclosures it receives, and reports are made available to Judo's Whistleblower Protection Officer via a secure portal. Judo's Whistleblower Protection Officer will determine if a disclosure is eligible for protection in accordance with this Policy and any disclosures made to STOPline which are not eligible for protection will be redirected accordingly.

Disclosures can be made anonymously, and all disclosures will be treated confidentially.

An Eligible Whistleblower can choose to continue to remain anonymous over the course of the investigation and after any investigation is finalised. An Eligible Whistleblower may refuse to answer questions that they feel could reveal their identity at any time, including during follow-up conversations.

Where a disclosure is made via the Independent Whistleblower Service or to a member of Judo's Executive Committee, the details of the disclosure will be provided to Judo's Whistleblower Protection Officer. If, however, the Eligible Whistleblower has requested anonymity, then neither their identity, nor any information

that is likely to lead to their identification, will be provided to the Whistleblower Protection Officer without the Eligible Whistleblower's consent.

2.7 What is a Public Interest Disclosure or an Emergency Disclosure?

An Eligible Whistleblower can make a protected disclosure to a member of Parliament or journalist if it meets the 'Public Interest Disclosure' or 'Emergency Disclosure' criteria, as summarised below.

Public Interest Disclosure	Emergency Disclosure
Eligible Whistleblower has already disclosed a Disclosable Matter to ASIC, APRA, or another prescribed Commonwealth body	Eligible Whistleblower has already disclosed a Disclosable Matter to ASIC, APRA, or another prescribed Commonwealth body
At least 90 days have passed since the Disclosable Matter was disclosed to one of the regulatory bodies listed above	Eligible Whistleblower has reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of one or more persons or to the natural environment
Eligible Whistleblower does not have reasonable grounds to believe that action is being, or has been, taken to address the matters to which the previous disclosure related	Before making the Emergency Disclosure, the Eligible Whistleblower has given a written notification to the regulatory body to whom the previous disclosure was made that includes sufficient information to identify the previous disclosure and states that the Eligible Whistleblower intends to make an emergency disclosure
Eligible Whistleblower has reasonable grounds to believe that making a further disclosure of the information would be in the public interest	The disclosure is made to a member of Federal or a State Parliament or a journalist
Before making the 'Public Interest Disclosure', the Eligible Whistleblower has given written notification, to the regulatory body to whom the previous disclosure was made, that they intend to make a public interest disclosure	The extent of the information disclosed in the emergency disclosure is no greater than is necessary to inform the journalist or member of Parliament of the substantial and imminent danger
The disclosure is made to a member of Federal or a State Parliament or a journalist	
The extent of the information disclosed in the public interest disclosure is no greater than is necessary to inform the journalist or member of Parliament of the misconduct, improper state of affairs or other conduct	

Judo encourages an Eligible Whistleblower to obtain independent legal advice before making a Public Interest Disclosure or an Emergency Disclosure.

3. What Legal Protections are Available?

Where an Eligible Whistleblower makes a disclosure of a Disclosable Matter, Judo will act to protect them from any victimisation, adverse reaction or intimidation and ensure they will not be disadvantaged in their employment or engagement with Judo as a result.

3.1 Identity Protection (Confidentiality and Anonymity).

Judo will handle all disclosures confidentially. However, an Eligible Whistleblower is entitled to have their identity protected and they can do this by making a disclosure anonymously. Disclosures made anonymously still have protection under the Whistleblower Laws.

It is a criminal offence for an Eligible Recipient to disclose the identity of the Eligible Whistleblower or information that is likely to lead to the identification of the Eligible Whistleblower unless an exception applies, or it is for the purposes of an investigation.

The identity of an Eligible Whistleblower or information that is likely to lead to the identification of the Eligible Whistleblower may be disclosed in the following circumstances:

- to ASIC, APRA or a member of the Australian Federal Police;
- to a Commonwealth authority, or a State or Territory authority, for the purpose of assisting the authority in the performance of its functions or duties;
- to a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the Whistleblower Laws; or
- with the consent of the Eligible Whistleblower.

However, information contained in the Eligible Whistleblower's disclosure can be shared without their consent if:

- the information does not include the Eligible Whistleblower's identity;
- reasonable steps have been taken to remove information relating to the Eligible Whistleblower or other information that is likely to lead to their identification; and
- it is reasonably necessary for investigating the issues raised in the disclosure.

Judo will endeavour to protect the confidentiality of an Eligible Whistleblower's identity by adopting the following measures:

- encouraging all disclosures to be submitted through Judo's Independent Whistleblower Service;
- all personal information or reference to the Eligible Whistleblower witnessing an event will be redacted;
- where possible, the Eligible Whistleblower will be contacted to help identify certain aspects of their disclosure that could inadvertently identify them;
- disclosures will be handled and investigated by qualified Judo staff or external advisers;
- all paper and electronic documents and other materials relating to disclosures will be stored securely;
- access to all information relating to a disclosure will be limited to those directly involved in managing and investigating the disclosure;
- subject to the Eligible Whistleblower's consent, 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 or information that is likely to lead to the identification of the discloser;

- communications and documents relating to the investigation of a disclosure will not to be sent to an email address or to a printer that can be accessed by other staff; and
- 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.

If an Eligible Whistleblower is concerned about a breach of confidentiality, they should contact the Whistleblower Protection Officer.

Eligible Whistleblowers may also lodge a complaint with a regulator such as ASIC, APRA or the ATO, for external investigation at any time.

3.2 Protection from Detrimental Acts or Omissions.

It is a criminal offence for an individual to threaten an Eligible Whistleblower or cause an Eligible Whistleblower to suffer detriment. An individual who does so may be required to pay a criminal or civil penalty and/or compensation to the Eligible Whistleblower.

This protection also exists where a Disclosable Matter has not actually been disclosed by the Eligible Whistleblower, but the victimiser suspects that a Disclosable Matter may be raised and threatens to cause detriment. A threat may be express or implied, conditional or unconditional and the person who has been threatened does not have to actually fear that the threat will be carried out.

The below table provides examples of conduct that may be considered detrimental and what is considered not detrimental.

Detrimental conduct	Not detrimental conduct
Dismissal of an employee	Administrative action that is reasonable for the purpose of protecting an Eligible Whistleblower from detriment
Injury of an employee in their employment	Managing an Eligible Whistleblower's unsatisfactory work performance, if the action is in line with Judo's performance management framework
Alteration of an employee's position or duties to their 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, reputation, business or financial position	

Under the Whistleblower Laws, Judo has a responsibility to protect Eligible Whistleblowers from detriment. Judo will adopt the following measures to protect Eligible Whistleblowers from detriment by:

- encouraging all disclosures to be submitted through Judo's Independent Whistleblower Service;
- implementing processes for assessing and managing the risk of detriment against an Eligible Whistleblower;
- offering support services (including counselling or other professional or legal services);
- implementing strategies to help an Eligible Whistleblower minimise and manage stress, time or performance impacts, or other challenges resulting from the disclosure or its investigation;
- ensuring that management are aware of their responsibilities under the Policy;

- implementing procedures on how an Eligible Whistleblower can lodge a complaint if they have suffered detriment, and the actions Judo may take in response to such complaints (e.g., by informing the Eligible Whistleblower that they may lodge a complaint with ASIC, APRA, the ATO or any other relevant regulator for investigation); and
- providing interventions for protecting an Eligible Whistleblower if detriment has already occurred.

Where an Eligible Whistleblower is subject to, or concerned about, any victimisation they should draw this to the attention of the Whistleblower Protection Officer or the Independent Whistleblower Service who will take the action they deem appropriate in the circumstances.

Judo also encourages an Eligible Whistleblower who believes they have suffered detriment to seek independent legal advice and/or contact a regulatory body such as ASIC, APRA or the ATO.

3.3 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
- Judo failed to take reasonable precautions and exercise due diligence to prevent the detrimental conduct.

Judo encourages all Eligible Whistleblowers to seek independent legal advice in relation to compensation and other remedies.

3.4 Civil, Criminal and Administrative Liability Protection.

An Eligible Whistleblower is protected from any of the following in relation to their disclosure:

- civil liability (e.g., any legal action against the Eligible Whistleblower for breach of an employment contract, duty of confidentiality, or another contractual obligation);
- criminal liability (e.g., attempted prosecution of the Eligible Whistleblower for unlawfully releasing information, or other use of the disclosure against the Eligible Whistleblower in a prosecution (other than for making a false disclosure)); and
- administrative liability (e.g., disciplinary action for making the disclosure).

However, the above protections do not provide immunity if the Eligible Whistleblower has themselves engaged in any misconduct.

4. How Will Disclosures be Investigated?

4.1 Handling and Investigating a Disclosure.

Judo will consider disclosures made under this Policy as soon as possible and in a confidential manner (unless the Eligible Whistleblower otherwise consents).

The Whistleblower Protection Officer is responsible for determining whether a disclosure qualifies for protection under the Whistleblower Laws and this Policy, and if so, the management of an investigation into the disclosure, and may consider:

- the nature, timeframe and scope required for the investigation;
- the person(s) within and/or outside Judo that should lead the investigation; and
- the nature of any technical, financial or legal advice that may be required to support the investigation.

An investigation of a disclosure will be conducted:

- in a timely and efficient manner, noting that the length of time of any such investigation will take may vary depending on the nature of the disclosure; and
- in a thorough, objective and impartial manner, recognising the principles of natural justice and best practice investigative techniques.

Where an investigator is unable to make contact with the Eligible Whistleblower (e.g., if a disclosure is made anonymously and the Eligible Whistleblower has refused to provide, or has not provided, a means of contacting them), an investigation may not be able to proceed or proceed to conclusion.

Where possible, Eligible Whistleblowers will be provided with regular updates during the various stages of the investigation. Where a disclosure has been made anonymously, updates will be made through anonymous channels.

4.2 Outcome of Investigation and Reporting.

Following the conclusion of any investigation, the person(s) handling the investigation will prepare a report of the findings.

The method for documenting and reporting the findings will depend on the nature of the disclosure, however Judo intends that any report provide details of:

- a summary of the facts of the suspected reportable conduct and of the investigation;
- whether any accusation made is substantiated or unsubstantiated;
- any referral to external authorities;
- other disciplinary actions that may be required; and
- if warranted, suggested actions to recover stolen funds or property, and internal control implications.

Where the final report indicates that malpractice or misconduct has occurred, the final report will include:

- recommendations for steps to be taken to prevent the malpractice or misconduct from occurring in the future;
- any action that should be taken to remedy any harm or loss arising from the malpractice or misconduct, including disciplinary proceedings against the person responsible for the conduct; and

- the referral of the matter to appropriate authorities, as is deemed necessary.

The final report will be made available to the CEO for action, or if the CEO is implicated in the report, the report will be made available to the Chair of the Board.

Judo may provide the Eligible Whistleblower with a summary of the outcome of the investigation, depending on the circumstances.

4.3 Fair Treatment of Individuals Mentioned in a Disclosure.

Judo will ensure the fair treatment of its employees and other persons who are mentioned in a disclosure, including those who are the subject of a disclosure.

Judo will ensure the fair treatment of its employees and other persons by ensuring:

- disclosures are handled confidentially, when it is practical and appropriate in the circumstances;
- each disclosure is assessed and will be considered for investigation;
- the objective of an investigation is to determine whether there is enough evidence to substantiate or refute the matters reported;
- when an investigation needs to be undertaken, the process will be objective, fair and independent;
- an employee who is the subject of a disclosure will be advised about the subject matter of the disclosure as and when required by principles of natural justice and procedural fairness and prior to any actions being taken—for example, if the disclosure will be the subject of an investigation; and
- an employee who is the subject of a disclosure may contact Judo's support services (e.g., Judo's Employee Assistance Program).

5. Key Roles and Responsibilities.

5.1 Whistleblower Protection Officer.

The Whistleblower Protection Officer's responsibilities include to:

- receive disclosures from Eligible Whistleblowers, manage the Independent Whistleblower Service and acknowledge receipt with the discloser (if possible), and acknowledge receipt of complaints regarding compliance with this Policy;
- appropriately investigate all disclosures in accordance with the Policy and the Whistleblower Laws;
- ensure that Judo and its officers and employees take reasonable steps to comply with their obligations under the Whistleblower Laws;
- ensure the principles of natural justice are applied to the respondent(s) of any disclosure and investigation;
- ensure they comply with their obligations in relation to confidentiality of an Eligible Whistleblower's identity;
- determine appropriate investigation processes and oversee the conduct of an investigation;
- provide a report of any investigation conducted under this Policy to the Board Audit Committee or as directed by the Chair of the Board;
- provide periodic consolidated reports relating to disclosures (as required where disclosures have been made) to the Board Audit Committee, ensuring that confidentiality obligations under the Whistleblower Laws are complied with; and
- ensure that all officers and employees receive training on the operation of this Policy and the Whistleblower Laws.

5.2 All Officers and Employees.

All officers and employees must not:

- make a disclosure under this Policy that they know or suspect to be untrue; or
- victimise or cause a person to suffer detriment where a person makes or proposes to make a disclosure under this Policy.

5.3 Executive Committee

Executive Committee members must:

- ensure the appropriate consideration and confidentiality is applied to all disclosures under this Policy, including in relation to the Eligible Whistleblower's identity;
- promptly advise the Whistleblower Protection Officer of any disclosure;
- not victimise or cause a person to suffer detriment where a person makes or proposes to make a disclosure under this Policy.

5.4 Board Audit Committee.

The Board Audit Committee is responsible for:

- receiving any notification and reports of disclosures as designated under this Policy;
- determining an appropriate response to the outcome of any investigation including issues involving accounting and auditing matters;

- taking appropriate corrective action when applicable;
- preparing periodic consolidated report for the Board on all disclosures reported to the Board Audit Committee, showing outcomes and actions, ensuring that confidentiality obligations under the Whistleblower Laws are complied with;
- approving any amendments to this Policy; and
- complying with its obligations in relation to the confidentiality of an Eligible Whistleblower's identity.

6. Training.

All employees must complete whistleblower training on appointment and periodic refresher training as determined by Compliance and the GM People.