

Whistleblowing Policy

Purpose

This Whistleblowing Policy sets out the approach of Social Ventures Australia Limited (**SVA**) to:

- encourage reporting of Wrongdoing at SVA, that is, actual or suspected misconduct or an inappropriate state of affairs or circumstances;
- provide protection and support to a person who reports Wrongdoing;
- implement and comply with the requirements of applicable whistleblowing laws;
- help deter wrongdoing, in line with SVA's risk management and governance framework;
- ensure individuals who disclose wrongdoing can do so safely, securely and with confidence that they will be protected and supported;
- ensure disclosures are dealt with appropriately and on a timely basis;
- provide transparency around SVA's framework for receiving, handling and investigating disclosures; and
- support SVA's Values.

Whistleblowing laws provide legal protections to persons making disclosures of fraudulent, illegal, corrupt or unethical activity. While the legislation differs slightly across jurisdictions, all provide for the protection of the identity of the person making the disclosure and offer certain other protections for whistle-blowers.

Any reference to SVA in this Policy means SVA and each of its subsidiaries.

Important Information

If you know of an actual or suspected Wrongdoing and have reasonable grounds to believe that it is true, you're encouraged to raise the matter with any of the following people. In doing so, you qualify for the protection under this Whistleblowing Policy.

- the Whistleblowing Officer – Matthew Deeble (Executive Director, Strategic Business Operations);
- our external independent Whistleblowing provider Stopleveline using one of the following options:
 - dedicated phoneline: 1300 30 45 50 (Australia) or +61 3 82 4550, (overseas – reverse charges);, or mobile +61 (0) 487 333 099;
 - email: sva@stopleveline.com.au;
 - online: <https://sva.stoplevelinereport.com>;
 - mail: Social Ventures Australia c/o Stopleveline, P.O. Box 403, Diamond Creek, Victoria, 3089; or
 - app: Stopleveline 365 app, downloadable from the App Store (Apple) or Google Play (Android).

You can also raise the matter with certain other people. For a full list, see section 2.2 *Reporting*.

Principles

SVA is committed to:

- maintaining a workplace culture, underpinned by our Values and characterised by professionalism, honesty and integrity, whilst complying with applicable laws and regulations including whistleblowing laws;
- maintaining a workplace free of unacceptable behaviour and misconduct;
- providing a supportive environment for a person wishing to report an actual or suspected Wrongdoing, including keeping the identity of the person confidential to the extent allowed by law, and protecting them from retaliation, discrimination, harassment or victimisation;
- providing multiple safe pathways for a person to report Wrongdoing, to remove barriers that may otherwise prevent reporting;
- treating all reported Wrongdoings as serious, including investigating all reported Wrongdoings and rectifying proven Wrongdoings.

Roles and Responsibilities

- All SVA team members and anyone else to whom this Policy applies (as outlined in Section 2 below) are encouraged to report an actual or suspected Wrongdoing at SVA in accordance with this Policy when that person has reasonable grounds to believe the information is true.
- All Executive Directors, Directors and Managers are responsible for supporting the implementation of this Policy, and for promoting an environment free of corruption and wrongdoing.
- The People and Culture team (**P&C**) and Compliance team are responsible for:
 - reviewing and updating this Policy when applicable; and
 - providing advice on the application of this Policy.

The following roles have specific responsibilities in relation to whistleblowing. The names of the individuals currently holding these roles at SVA are listed on *SVA Basecamp*.

- **Whistleblowing Officer:** A designated person who is responsible for protecting a Whistle-blower from personal disadvantage that might otherwise result from them reporting a Wrongdoing. The Whistleblowing Officer is authorised to provide mentoring and protection to the Whistle-blower as required. The Whistleblowing Officer must be independent of the team that is the subject of the reported Wrongdoing, both in respect of their substantive role and reporting line.
- **Investigator:** A designated person who is responsible for investigating a reported Wrongdoing, who may be internal or external to SVA. The Investigator must be independent of the team that is the subject of the reported Wrongdoing, both in respect of their substantive role and reporting line.

Both the Whistleblowing Officer and the Investigator may raise issues directly with the Board as necessary.

Review

This Whistleblowing Policy may be reviewed and updated by the Compliance team in consultation with the People & Culture team as required, or as recommended by SVA management.

Any material changes must be approved by the Board.

Related Documents and Publication of Policy

This Policy is made available to officers and employees of SVA on *SVA Basecamp* and to other stakeholders on the SVA website.

This Policy should be read in conjunction with SVA's suite of compliance policies and procedures, which are accessible from *SVA Basecamp* under Policies and Procedures.

1. Application of Policy

A disclosure qualifies for protection under this Policy if the following requirements are met:

- The disclosure is made by an eligible whistle-blower
- The disclosure is made to an eligible recipient
- The disclosure is about a disclosable matter and is not a personal work-related grievance
- The whistle-blower must have reasonable grounds to suspect the information concerns misconduct or an improper state of affairs or circumstances (referred to in this Policy as 'Wrongdoing').

2. Who may make a disclosure?

An **eligible whistle-blower** is anyone who is currently or was formerly:

- an officer of SVA (generally, a Director, Executive Director or Company Secretary);
- an employee of SVA;
- an individual who supplies services or goods to SVA, whether paid or unpaid (this includes contractors, interns and volunteers);
- an employee of an individual who supplies services or goods to SVA, whether paid or unpaid;
- an associate of SVA;
- a spouse, dependent or relative of any individual mentioned above; and
- an individual prescribed by the relevant regulations enacted under the whistle-blowing laws.

Any of these individuals may make a whistleblowing report under whistle-blowing laws and this Policy.

As a matter of principle, this Policy also applies to funders, clients, ventures, investors and investees, even though these parties are not expressly covered by the whistleblowing laws. To the extent appropriate, SVA will apply the principles in this Policy to Wrongdoings reported by these parties.

Whilst this Policy does not cover reporting of wrong-doing at organisations that are external to SVA, staff are encouraged to raise issues of concern, either with SVA management or through the whistleblowing process at that external organisation.

3. Reporting disclosures

3.1 What can be disclosed under this Policy?

Wrongdoing that may be reported under this Policy is misconduct or an improper state of affairs or circumstances. Under whistle-blowing laws, this expressly includes SVA or an officer or employee of SVA engaging in conduct that:

1. is an offence under various Commonwealth legislation and/or is punishable by imprisonment for a period of 12 months or more;
2. represents a danger to the public;
3. represents a danger to the financial system (for example, in the case of impact investing); or
4. is set-out in regulations enacted under the whistle-blowing laws.

The concept of 'misconduct or an improper state of affairs' is broad and is not limited by the list of conduct in the legislation. Below are further examples of conduct that may meet the definition of Wrongdoing under this Policy:

- illegal conduct such as theft, dealing in, or use of illicit drugs, violence or threatened violence, and criminal damage against property;
- fraud, money laundering, misappropriation of funds or corruption or abuse of public trust;
- offering or accepting a bribe;
- harassment, discrimination, bullying or victimisation;
- unethical conduct (e.g. altering company records, engaging in questionable accounting practices, misuse of company information); or
- serious breach of an SVA code of conduct, policy or procedure.

A person making a report of an actual or suspected Wrongdoing must have reasonable grounds to believe that it is true.

3.2 Work-related grievances

Subject to the proviso below, personal work-related grievances should not be reported under this Policy, and instead should be managed in accordance with SVA's *Grievance Policy*. Examples of work-related grievances include:

- an interpersonal conflict between a person and another employee;
- a decision in relation to the engagement, transfer or promotion of a person;
- a decision in relation to the terms and conditions of engagement of a person; or
- a decision to suspend or terminate the engagement of a person, or to discipline a person.

A personal work-related grievance will only be covered by this Policy if the information has significant implications for SVA or another organisation to which whistle-blowing laws apply or it concerns conduct or alleged conduct that is an offence under law, or a danger to the public or the financial system.

3.3 To whom must the disclosure be made?

The legislation sets out who is an **eligible recipient** to whom disclosures may be made. As a matter of policy, SVA prefers that whistleblowing reports be made to:

- the Whistleblowing Officer – Matthew Deeble (Executive Director, Strategic Business Operations);
- our external independent Whistleblowing provider Stopline using one of the following options:
 - dedicated phonenumber: 1300 30 45 50 or +61 3 9882 4550, (overseas – reverse charges);
 - , or mobile +61 (0) 487 333 099
 - email: sva@stopline.com.au;
 - online: <https://sva.stoplinereport.com>;
 - mail: Social Ventures Australia c/o Stopline, P.O. Box 403, Diamond Creek, Victoria, 3089; or
 - app: Stopline 365 app, downloadable from the App Store (Apple) or Google Play (Android).

Reports can also be made to:

- an officer or senior manager of the organisation (at SVA these are Directors, Executive Directors, Board members and the Company Secretary);
- SVA's auditor PwC Australia (Liz O'Brien, Partner) using one of the following options:
 - Phone: 03 8603 2540;
 - Email: Elizabeth.obrien@pwc.com;
- the Australian Securities and Investment Commission (ASIC), or any other prescribed body under the legislation; or
- in cases which are in the public interest or a matter of emergency only, to a parliamentarian or journalist.

3.4 How can reports be made?

The Whistle-blower must provide as much information as possible relating to the Wrongdoing (e.g. date, time, location, name of person(s) involved, evidence such as documents or emails, possible witnesses, and any steps that may have been taken to report the matter elsewhere to try to resolve the concern).

You do not need to disclose your identity. A Whistle-blower who reports anonymously still qualifies for protection under the Policy. A discloser may adopt a pseudonym for the purposes of their disclosure – this may be appropriate in circumstances where the discloser's identity is known to their supervisor, the whistleblower protection officer but the discloser prefers not to disclose their identity to others.

A Whistle-blower may seek legal advice or representation prior to reporting a Wrongdoing. If the legal advice or representation is sought to understand the law, any information disclosed to the legal practitioner will also qualify for protection under the Policy.

4. Investigation and outcome

Reports of Wrongdoing received will be referred to SVA's Investigator for investigation, with the objective of obtaining evidence to substantiate the reported Wrongdoing. If the Investigator concludes that there is insufficient information or evidence to warrant further investigation, the Whistle-blower will be notified as soon as possible. The Investigator will use internal or external resources as needed.

Once the Investigator reaches their conclusion regarding the reported Wrongdoing, the Investigator will provide a report to the Whistleblowing Officer.

Where the investigation confirms a reported Wrongdoing, the matter will be dealt with in accordance with established People and Culture policies and procedures. For employees, this may result in disciplinary action, including termination of employment. Reported Wrongdoings that are substantiated may be reported to regulators, the police and other bodies as appropriate.

5. Whistle-blower protection

SVA provides a supportive environment for Whistle-blowers, including keeping their identity confidential to the extent allowed by law and protecting them from detrimental acts or omissions, retaliation, discrimination, harassment or victimisation.

5.1 Role of Whistleblowing Officer

The Whistleblowing Officer will help protect the Whistle-blower from personal disadvantage that might otherwise result from reporting a Wrongdoing. The Whistleblowing Officer will provide mentoring and protection to the Whistle-blower as required, and keep the Whistle-blower informed of the progress and outcome of the investigation, subject to privacy considerations in relation to the person who is the subject of the reported Wrongdoing.

5.2 Disciplinary action

SVA will not take any disciplinary action against a Whistle-blower where a reported Wrongdoing is unable to be substantiated or is found to be untrue, provided the Whistle-blower had reasonable grounds to believe that it was true. However, reported Wrongdoings that are found to be unsubstantiated and made maliciously, or knowingly false, may result in disciplinary action, including termination of employment.

5.3 Confidentiality

SVA will endeavour to protect a Whistle-blower's identify and will not reveal the Whistle-blower's identify except in limited circumstances, including where:

- the Whistle-blower provides consent;
- reporting to the Australian Federal Police, regulators and/or government authorities is required; or
- it is required by law or regulations.

Records associated with the reported Wrongdoing and investigation will be kept securely and accessed by authorised persons only. All records and materials relating to disclosures will be stored securely, and access limited to those directly involved in managing and investigating the disclosure. Each person involved in handling and investigating a disclosure will be reminded about confidentiality requirements. Unauthorised disclosure of these records or the identify of a Whistle-blower will result in disciplinary action, including termination of employment.

A reported Wrongdoing will usually have to be disclosed to the person who is the subject of the report. The source of the report may or may not be obvious to the person who is the subject of the report.

5.4 Retaliation

SVA is committed to protecting a Whistle-blower from retaliation because of reporting a Wrongdoing. Retaliation may include actual or threatened termination of employment, demotion, discrimination, harassment or bias. Actual or threatened retaliation against a Whistle-blower, that person's family members or team members will result in disciplinary action, including termination of employment.

5.5 Victimisation

It is an offence if a person engages in conduct that actually causes or threatens detriment to another person because the victimiser believes or suspects that a protected disclosure has been made. Where a Whistle-blower is subject to victimisation due to reporting a Wrongdoing, a Court may order that:

- compensation be paid;
- an injunction be granted to prevent, stop or remedy the effects of the victimising conduct;
- an apology be made; and
- the person's employment be reinstated if it was terminated.

5.6 Protections under the Law

If a person makes a disclosure that qualifies for protection under the whistle-blowing laws:

- they cannot be subject to civil, criminal or administrative liability due to reporting a Wrongdoing;
- no contractual or other remedy may be enforced against the person on the basis of the disclosure;
- information provided as part of a reported Wrongdoing cannot be used as evidence against the person in a prosecution;
- the person may be protected from detrimental acts or omissions, compensation and remedies and civil, criminal, and administrative liability; and
- for tax related matters, the person may also be subject to protections provided in the tax whistle-blower regime under Part IVD of the *Taxation Administration Act 1953* (Cth).

For the purposes of this Policy, a person cannot engage in conduct that causes detriment to a discloser (or another person), in relation to a disclosure, if:

- the person believes or suspects that the discloser (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.

Additionally, a person cannot make a threat to cause detriment to a discloser (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.

These protections only apply to reporting individuals covered by the legislation, and not reporting by external stakeholders to whom SVA extends the principles in this Policy.

6. How does this policy apply to the person who is the subject of the reported Wrongdoing?

SVA is also committed to supporting a person who is the subject of a reported Wrongdoing during the investigation and treating that person fairly. If it is concluded that there is insufficient information or evidence to warrant further investigation, the Whistleblowing Officer has the discretion to decide whether to notify the person that a Wrongdoing was reported. Factors considered in making the decision include preserving the integrity of the person, protecting the Whistle-blower and workplace harmony.

If there is sufficient information or evidence for the investigation to proceed, the person the subject of the reported Wrongdoing will be notified. SVA will endeavour to protect the person's identity from being revealed. Before an investigation is finalised, the person will be given a chance to respond to the reported Wrongdoing, will be informed of comments that may be included in the investigation report and have their response included in the investigation report.

Authorisation and Document Control

Document Status

The current status of this document is shown below.

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Authorised by	SVA Board

Document History

The history of changes made to this document is shown below.

Version	Date published	Author	Description
1.0	18 March 2019	David Peiris, Project Manager, Compliance	First documented version of policy
1.1	23 April 2020	Justine Isemonger, Director, Legal	Updated auditor's details
2	22 March 2022	Bernadette Favis, Director Legal, Risk & Compliance Heather McQuiggin, Director, People & Culture	Review for currency
2.1	14 July 2022	Bernadette Favis, Director Legal, Risk & Compliance Matthew Deeble, Executive Director, Strategic Business Operations	Update Whistleblowing Protection Officer to reflect updated SVA structure