



SG AUSTRALIA WHISTLEBLOWING POLICY AND PROCEDURE

POLICY STATEMENT AND PURPOSE

- 1) This Policy is an addendum to the Study Group Global Whistleblowing Policy (**Global Policy**). It is designed to comply with Australian laws which provide protection for individuals (**Eligible Whistleblowers**) who approach identified officeholders (**Recipients**) with concerns about wrongdoing in relation to SG Australia or its Related Companies. This Policy is to be read in conjunction with the Global Policy and must be considered in conjunction with the laws of any country in which Study Group operate.

This Policy is an important tool for helping SG Australia to identify wrongdoing that may not be uncovered unless there is a safe and secure means for disclosing it. Eligible Whistleblowers who are aware of possible wrongdoing are encouraged to have the confidence to speak up.

The purposes of this Policy are similar to the aims of the Global Policy:

- a) to ensure Eligible Whistleblowers who make Disclosures about Wrongdoing can do so safely, securely and with confidence that they will be protected and supported,
- b) to provide transparency around SG Australia's processes for receiving, handling and investigating Disclosures about Wrongdoing, and
- c) to support SG Australia's long-term sustainability and reputation, and
- d) to meet SG Australia's legal and regulatory obligations.

SCOPE

- 2) This Policy relates only to Disclosures about Wrongdoing made by Eligible Whistleblowers to Recipients. Eligible Whistleblowers can be people internal or external to SG Australia and need not be located in Australia.

DEFINITIONS

- 3) For the purposes of this Policy:
 - a) **Acts:** the Australian Corporations Act 2001 (Cth) and/or the Australian Taxation Administration Act 1953 (Cth).
 - b) **Detriment:** actual or threatened victimisation of a person because they or someone else has made a Disclosure, may make a Disclosure, proposes to make a Disclosure or could make a Disclosure. Examples of what may be considered Detriment include:
 - retaliation, dismissal, suspension, demotion or termination of a person's engagement with SG Australia,

- harassment, derogatory remarks, threats or intimidation,
 - discrimination, current or future bias,
 - injury to employment,
 - harm, including psychological harm, and
 - damage or threats to property, business, financial position or reputation.
- c) **Disclosure:** a disclosure of information by an Eligible Whistleblower that meets both of the following criteria:
- an Eligible Whistleblower has reasonable grounds to suspect the information concerns Wrongdoing in relation to SG Australia or its Related Companies, and
 - it is made by the Eligible Whistleblower directly to one of the parties below:
 - to a Recipient,
 - to a Regulator,
 - to a legal practitioner for the purpose of obtaining legal advice or representation about the operation of the whistleblower provisions in the Act, or
 - to a member of Australian Commonwealth, State Parliament or the legislature of a Territory, or to a professional journalist as an Emergency Disclosure or as a Public Interest Disclosure.
- d) **Eligible Whistleblower:** a person who is eligible to be treated as a whistleblower under this Policy, being a current or former:
- employee of SG Australia (e.g. permanent, part-time, fixed-term or temporary, interns, secondees, managers),
 - director, secretary or ‘associate’ of SG Australia (‘associates’ is defined within the Corporations Act 2001 (Cth) and includes directors and secretaries of Related Companies),
 - supplier of goods or services to SG Australia, including any of the supplier’s employees (e.g. current or former contractors, consultants, service providers and business partners), and
- and any relatives, dependants or spouses (or that spouse’s dependants) of any of the above individuals.
- e) **Emergency Disclosure:** a disclosure of information by an Eligible Whistleblower that meets both of the following criteria:
- an Eligible Whistleblower has reasonable grounds to suspect the information concerns Wrongdoing in relation to SG Australia or its Related Companies, and
 - an Eligible Whistleblower has reasonable grounds to believe the Wrongdoing presents a substantial and imminent danger to the health or

safety of one or more persons or to the natural environment.

Emergency Disclosures must be made by following the procedure in section 13 of this Policy.

- f) **EthicsPoint:** a phone hotline and online reporting service hosted by a third party provider at studygroup.ethicspoint.com. EthicsPoint allows Eligible Whistleblowers to make secure and anonymous or confidential Disclosures at any time, including outside of business hours.
- g) **Global Policy:** the Study Group Global Whistleblowing Policy.
- h) **Public Interest Disclosure:** a disclosure of information by an Eligible Whistleblower that meets both of the following criteria:
 - an Eligible Whistleblower has reasonable grounds to suspect the information concerns Wrongdoing in relation to SG Australia or its Related Companies, and
 - an Eligible Whistleblower has reasonable grounds to believe that making the disclosure is in the public interest.

Public Interest Disclosures must be made by following the procedure in section 13 of this Policy.

- i) **Recipient:** an individual or entity to whom an Eligible Whistleblower can make a Disclosure. SG Australia's Recipients are:
 - EthicsPoint
 - Directors or secretaries of SG Australia and its Related Companies,
 - Global Executive Team,
 - SGA Executive Team,
 - Global HR Directors,
 - An actuary of SG Australia or its Related Companies, or
 - the internal or external auditors of SG Australia or its Related Companies, including a member of an audit team conducting an audit of SG Australia.

SG Australia encourages Eligible Whistleblowers to make Disclosures to EthicsPoint.

If the Disclosure relates to SG Australia's tax affairs, it may be reported to any registered tax agent or BAS agent (as defined by the Tax Agent Services Act 2009) that provides services to SG Australia.

- j) **Regulator:** Disclosures may also be reported to specified Australian regulators, including:
 - the Australian Securities and Investments Commission (**ASIC**),
 - the Australian Prudential Regulation Authority (**APRA**), or
 - if the concern relates to SG Australia's tax affairs, the Australian Commissioner of Taxation.

- k) **Related Companies:** means SG Australia's 'related bodies corporate' under the Corporations Act 2001 (Cth).
- l) **SGA:** means Study Group Australia Pty Limited.
- m) **SG Australia:** means the Australian subsidiaries of Study Group.
- n) **Study Group:** SG Global Topco Limited and all of its subsidiaries.
- o) **Work-Related Grievance:** a work-related grievance is one that:
- concerns a grievance about any matter in relation to an individual's employment, or former employment, having implications for the discloser personally, and
 - does not have significant implications for SG Australia or relate to breaches of specific laws.
- p) **Wrongdoing:** includes misconduct or an improper state of affairs or circumstances. This includes, but is not limited to, information about conduct that:
- constitutes an offence against, or a contravention of the Corporations Act 2001 (Cth) or of the Australian Securities and Investments Commission Act 2001 (Cth),
 - constitutes an offence against any other Australian Commonwealth law that is punishable by imprisonment for a period of 12 months or more, or
 - represents a danger to the public or the financial system.

Examples of Wrongdoing include:

- fraud,
- negligence,
- breach of duty or trust,
- illegal conduct, such as theft, dealing in or use of illicit drugs, violence or threatened violence and criminal damage against property,
- fraud, money laundering or misappropriation of funds,
- offering or accepting a bribe,
- financial irregularities,
- failure to comply with, or breach of any legal or regulatory requirements, and
- subjecting a person to Detriment because they could or do make a Disclosure, or because they cooperate with an investigation of a Disclosure.

POLICY PROVISIONS

Principles

- 4) SG Australia encourages Eligible Whistleblowers to report anything they reasonably believe may be Wrongdoing and to feel safe to come forward without fear of Detriment. Speaking up helps SG Australia to identify and address issues.
- 5) When Eligible Whistleblowers speak up under this Policy, the information they provide will be dealt with confidentially.
- 6) SG Australia does not allow any form of punishment, disciplinary or retaliatory action to be taken against anyone who could or does make a Disclosure or who cooperates with an investigation. SG Australia considers all forms of retaliation to be misconduct and grounds for disciplinary action, up to and including termination of employment.
- 7) SG Australia expects individuals to make reports under this Policy honestly and ethically, and to make their report on objectively reasonable grounds. The protections under the Acts will not extend to vexatious or deliberately false complaints.
- 8) Nothing in this Policy prevents any individual from (or requires approval for) reporting what is reasonably believed to be a breach of the law to an appropriate government authority or from seeking legal advice in relation to the protections available for making a Disclosure.
- 9) If the criteria for a Disclosure are met, legal protections will be available to the Eligible Whistleblower under the Act, even if the Disclosure is made anonymously, or the Disclosure turns out to be incorrect.

PROCEDURES

Making a Disclosure

- 10) SG Australia encourages Eligible Whistleblowers to make Disclosures using EthicsPoint, a phone hotline and online reporting service operated by a third party provider. This is the best way for SG Australia to ensure that Disclosures are dealt with promptly, securely and in accordance with this Policy.
- 11) SG Australia encourages Eligible Whistleblowers to identify themselves, but there is a choice to make Disclosures anonymously. EthicsPoint aids anonymous disclosures by giving users the option of setting up a confidential account through which they can, if they wish, enter into an anonymous conversation with SG Australia and receive updates on SG Australia's investigation. Alternatively, if an Eligible Whistleblower chooses to identify themselves in an Ethicspoint disclosure, this will be taken as consent to disclose their identity to a small number of Recipients, who are members of the Global Executive Team and Global HR Directors.
- 12) Eligible Whistleblowers may contact any Recipient directly. Disclosures to Recipients other than Ethicspoint can still be made anonymously, but if SG Australia needs further information and cannot contact the Eligible Whistleblower, it may not be possible to complete a proper investigation or to provide updates.

Making an Emergency Disclosure or a Public Interest Disclosure

- 13) In certain circumstances, Eligible Whistleblowers may also be protected if they make

an Emergency Disclosure or a Public Interest Disclosure. The requirements that must be met in order to receive protection under this Policy are:

	Emergency Disclosure	Public Interest Disclosure
1	A previous disclosure has been made to ASIC or APRA.	
2	No waiting period necessary after making the disclosure.	90 days has passed since making the disclosure and the Eligible Whistleblower does not have reasonable grounds to believe that action is being or has been taken.
3	The 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.	The Eligible Whistleblower has reasonable grounds to believe that making a further disclosure of the information would be in the public interest.
4	The Eligible Whistleblower has provided written notification to ASIC or APRA that they intend to make a Public Interest Disclosure or Emergency Disclosure	
5	The Eligible Whistleblower makes a disclosure to a member of Australian Commonwealth, State Parliament or the legislature of a Territory, or to a professional journalist.	
6	The information disclosed provides no more detail than necessary to inform the recipient of the substantial and imminent danger.	The information disclosed provides no more detail than is necessary to inform the recipient of the Wrongdoing.

- 14) SG Australia recommends that Eligible Whistleblowers seek legal advice before making an Emergency Disclosure or a Public Interest Disclosure.

Work-Related Grievances

- 15) Generally personal, Work-Related Grievances raised by an employee do not qualify for protection under the Act. Examples of Work-Related Grievances that may not qualify for protection include:
- a) An interpersonal conflict between the employee and one of their colleagues,
 - b) A decision relating to the engagement, transfer or promotion of the employee,
 - c) A decision relating to the terms and conditions of engagement of the employee, or
 - d) A decision to suspend or terminate the engagement of the employee, or otherwise discipline the employee.
- 16) A work-related grievance may qualify for legal protection if it concerns alleged Detriment caused to the employee (or a threat of Detriment) because they could or do make a Disclosure, or because they cooperate with an investigation.
- 17) Work-related grievances that do not qualify for protection under the Acts will generally be dealt with under the Study Group Grievance Policy and Procedure.

Investigating a Disclosure

- 18) When a Recipient receives a Disclosure, it will be investigated as appropriate, with a focus on confidentiality. This includes:
- a) assessing the Disclosure and deciding on the need for an investigation,

- b) appointing an investigator if required, and
 - c) providing updates to the Eligible Whistleblower on the progress and completion of the investigation, as appropriate and subject to any confidentiality constraints.
- 19) The Recipient may need to contact the Eligible Whistleblower to request further information, so that a proper investigation can be completed. Eligible Whistleblowers may refuse to answer questions that they feel could reveal their identity at any time.
- 20) If the Recipient has a means of contacting the Eligible Whistleblower, the Recipient will also ask the Eligible Whistleblower to consent for their identity to be disclosed for investigation and reporting purposes. The Eligible Whistleblower has two choices:
- a) **Make a full confidential disclosure:** This means the Eligible Whistleblower consents for their identity to be disclosed for the purposes of investigating the concern (including to an appointed investigator), receiving support (including from the HR team) and for governance reporting (refer to section 32 below). This is SG Australia’s preferred option, because the investigator will be best placed to complete a proper investigation. SG Australia will provide the Eligible Whistleblower with ongoing protection and support.
 - b) **Remain anonymous:** This means the Eligible Whistleblower contacts the Recipient anonymously and elects to remain anonymous. This is not SG Australia’s preferred option, because the investigator may not be able to start or complete a proper investigation. Knowing the Eligible Whistleblower’s identity may also help SG Australia to better protect the Eligible Whistleblower from Detriment.
- 21) For legal and regulatory reasons, SG Australia may need to disclose the Eligible Whistleblower’s identity to lawyers, regulators and/or law enforcement authorities, regardless of whether consent is provided.
- 22) To help SG Australia protect an Eligible Whistleblower and their identity, the Eligible Whistleblower should not share details of their Disclosure with persons outside the investigation. The only exceptions are that Eligible Whistleblowers have the right to communicate with lawyers, regulators and law enforcement authorities at any time.
- 23) Records of the report and investigation will be stored securely.
- 24) Any individuals who are accused of misconduct in a Disclosure will be treated fairly, and have an opportunity to respond to allegations. Any individuals who are otherwise mentioned in a Disclosure may be asked to cooperate with an investigation. These individuals will also be treated fairly, typically by being given an opportunity to respond to the subject matter of the Disclosure.

Protections

- 25) Under the Acts, the following protections are available to Eligible Whistleblowers who make Disclosures about Wrongdoing:

	Protection	Consequences
1	Protection of confidentiality	It is illegal to disclose an Eligible Whistleblower’s identity, or any information likely to lead to their identification, except when: <ul style="list-style-type: none"> • the Eligible Whistleblower gives consent, • the Eligible Whistleblower makes their Disclosure to ASIC, APRA or a member of the Australian Federal Police, or if the

		<p>report relates to a tax matter, the Commissioner of Taxation,</p> <ul style="list-style-type: none"> • the Eligible Whistleblower makes their Disclosure to a lawyer in order to obtain legal advice or representation in relation to the operation of the protections under the Acts, or • information likely to lead to the identification of the Eligible Whistleblower (but not the Eligible Whistleblower's identity) is disclosed because it is reasonably necessary for the purpose of investigating the matter, and all reasonable steps are taken to reduce the risk that the Eligible Whistleblower will be identified.
2	Protection from Detriment	<p>It is illegal to subject a person to Detriment because they could or do make a Disclosure, or who because they cooperate with an investigation.</p> <p>If an Eligible Whistleblower is subjected to Detriment, they may be entitled to compensation or another remedy. Compensation is also available for breach of a duty to prevent a third party from engaging in retaliation.</p>
3	Immunity from some types of liability	<p>An Eligible Whistleblower may also be entitled to other legal protections in certain circumstances, including:</p> <ul style="list-style-type: none"> • Protection from civil, criminal or administrative legal action for making a Disclosure, • Protection from contractual or other remedies being sought against them on the basis that they made a Disclosure, and • The information they provide may not be admissible in evidence against them in legal proceedings (unless they have provided false information).

- 26) If an Eligible Whistleblower or another person is subjected to Detriment because they could or do make a Disclosure or because they cooperate with an investigation, SG Australia strongly encourages them to report it immediately by following this process in this Policy. This will help SG Australia to improve its protection processes, which is vitally important to ensure this Policy is effective.
- 27) Anyone who causes Detriment to a person may be subject to serious consequences, including disciplinary action and/or termination of their engagement with SG Australia. They may also be subject to legal consequences in the form of civil and criminal penalties.
- 28) For SG Australia employees, the Employee Assistance Program also provides free, confidential, short-term counselling services by qualified professionals to employees and their immediate family.

Responsibilities

- 29) Eligible Whistleblowers who become aware of Wrongdoing are responsible for advising SG Australia by following this Policy.
- 30) Recipients are responsible for:
- collecting and assessing information from Eligible Whistleblowers,
 - seeking consent from Eligible Whistleblowers as to whether they would like to

make a full confidential disclosure or to remain anonymous,

- assessing and considering how best to control the risk of Detriment,
- appointing and briefing an investigator if required, consistent with the Eligible Whistleblower's consent,
- seeking support from the HR team if required, consistent with the Eligible Whistleblower's consent,
- ensuring that the Eligible Whistleblower is provided with updates on the progress and completion of the investigation as appropriate, as permitted by the Eligible Whistleblower's consent and any other confidentially constraints,
- providing the Eligible Whistleblower with support and protection, consistent with the Eligible Whistleblower's consent, and
- providing the Head of Governance, SGANZ with information to permit governance reporting, consistent with the Eligible Whistleblower's consent.

31) Investigators are responsible for carefully conducting and completing an investigation, consistent with the Eligible Whistleblower's consent and with the need to protect the Eligible Whistleblower from Detriment.

Governance Reporting

32) The Boards of SG Australia are ultimately responsible for oversight and effectiveness of this Policy, and for ensuring that trends, themes or emerging risks highlighted by Eligible Whistleblowers are addressed. Subject to the above confidentiality provisions in this Policy, Disclosures made to a Recipient (including EthicsPoint) may be used for reporting purposes, including to the SGA Board, SGA Risk & Compliance Committee and to other equivalent Study Group governance bodies. An Eligible Recipient's identity will not be included in governance reporting unless they have chosen to make a full confidential disclosure under section 20 of this Policy.

RELATED DOCUMENTS

Policies

33) The following Study Group policies are related to this Procedure:

- a) Study Group Global Whistleblowing Policy,
- b) Study Group Grievance Policy and Procedure, and
- c) Global Code of Conduct.

34) The following SGA policies are related to this Procedure:

- a) Records Management Policy.

Legislation and Standards

35) This Procedure has been developed in line with requirements set out in the:

- a) the Australian Corporations Act 2001 (Cth),
- b) ASIC Regulatory Guide 270 Whistleblower Policies,
- c) the Australian Taxation Administration Act 1953 (Cth), and

- d) other Commonwealth and State legislation and regulatory frameworks and standards.

PROCEDURE GOVERNANCE

Procedure review

- 36) This Policy is reviewed at a minimum of once every three years by the policy owner (or delegate) to ensure alignment to appropriate strategic direction and its continued relevance to current and planned operations. The next scheduled review of this document is listed in the document history section of this document.

Records management

- 37) A register of SGA data breaches will be kept by the Compliance team in accordance with SGA's Records Management Policy. The register will contain:
- a) a description of the nature and effects of each data breach or suspected breach,
 - b) the steps taken to contain the breach,
 - c) the level to which the breach was escalated,
 - d) the response to the breach,
 - e) the outcome of any post-incident review, and
 - f) any actions taken to prevent future breaches.

Confidential documents related to the implementation of the Policy will be maintained according to relevant privacy requirements.

- 38) This Policy will be made available to:
- a) Employees on myStudyGroup, and
 - b) Other Eligible Whistleblowers on the SGANZ Governance webpage.

Document approval

Document ID	SG Australia Whistleblowing Policy and Procedure		
Policy Owner(s)	Head of Governance, Quality, Compliance and Risk		
Endorsed	SGA Risk & Compliance Committee	Date Endorsed	14 September 2021
Approved	SGA Board of Directors	Date Approved	23 September 2021

Document history

Commencing Date	Summary of Changes	Next Review Date
23 September 2021	New Policy	23 September 2024