

PRONTO
SOFTWARE



Whistleblower Policy

1. Introduction

The aim of this Policy is to ensure that:

- you are aware of your rights under the *Corporations Act 2001* (Cth) (**Act**) in relation to the making of a "whistleblowing" disclosure;
- Pronto Software Limited (ACN 001 337 248) (**Company**) is compliant with its obligations under the Act in relation to whistleblowing disclosures; and
- you feel confident about raising such concerns, by being able to access a reporting and investigative mechanism that is objective and confidential, and knowing that you are protected from reprisal for doing so, in accordance with the Act.

If you have reasonable grounds to suspect that:

- there has been misconduct or an improper state of affairs relating to the Company or a related body corporate of the Company (together with the Company, referred to as the **Group**); or
- an officer or employee of the Company and/or Group may have engaged in illegal, unethical or otherwise improper conduct,

you should consider reporting such information under this Policy. You should not be fearful of adverse repercussions for doing so.

If you report a **Reportable Matter** (defined below), you are known as a **Whistleblower** for the purposes of this Policy.

We all have a responsibility to help detect Reportable Matters, and the Company is committed to ensuring that it has in place a safe, reliable and confidential way of reporting such matters in accordance with this Policy and consistent with the requirements under the Act.

2. Policy Application

This Policy applies to anyone who is or has been engaged by, or who works or has worked for, the Company, including employees, contractors, consultants, secondees, suppliers of goods and services to the Company (and their employees), directors and any other officers of the Company. Individuals who are associates of the Company are also covered by whistleblower protections under the Act.

In addition, relatives of the individuals referred to above, and dependants of such individuals or of their spouse, are eligible whistleblowers under the Act.

Further details about Whistleblower's rights and protections may be found at Australian Federal Government's *Treasury Laws Amendment (Enhancing Whistleblower Protections) Act 2019* (*Whistleblower Protections Act*).

3. Reportable Matters

A 'Reportable Matter' is information where there are reasonable grounds to suspect that the information:

- concerns misconduct (including fraud, negligence, default, breach of trust and breach of duty), or an improper state of affairs or circumstances, in relation to the Company or an entity within the Group; or
- indicates that the Company or an entity within the Group, or an officer or employee of the Company or Group, has engaged in conduct that:
 - constitutes an offence against, or a contravention of: the Act, the *Australian Securities and Investments Commission Act 2001*, the *Banking Act 1959*, the *Financial Sector (Collection of Data) Act 2001*, the *Insurance Act 1973*, the *Life Insurance Act 1995*, the *National Consumer Credit Protection Act 2009*, or the *Superannuation Industry (Supervision) Act 1993*, or instruments made under these laws; or
 - constitutes an offence against any other federal 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.

Generally, a Reportable Matter is not one that concerns a personal work-related grievance (other than if it relates to victimisation contrary to the protections under the Act and this Policy). For example, information concerning the following will generally not be considered Reportable Matters:

- interpersonal conflict with an employee;
- decisions relating to engagement, transfer or promotions;
- decisions relating to the terms and conditions of engagement;
- decisions to suspend or terminate someone's employment or other engagement, or to take any other disciplinary measures.

All matters reported under this Policy will be taken extremely seriously. If a deliberately false or malicious report is made, whether under this Policy or otherwise, this will likely result in disciplinary action being taken against the person making such a report.

4. How to report a Reportable Matter

A Reportable Matter under this Policy may be reported to our Whistleblower Reports Officer (WRO) by email to: whistleblower@pronto.net

Generally, the WRO is responsible for receiving reports, managing the reporting and any investigatory process, safeguarding the interests of Whistleblowers who report Reportable Matters, and ensuring the integrity of the reporting mechanism under this Policy.

A Whistleblower may also report a Reportable Matter to any senior manager or the Managing Director of the Company.

In addition, Whistleblowers may disclose Reportable Matters to:

- ASIC, APRA, or another Commonwealth body prescribed by regulation; and
- Where:
 - i. at least 90 days have passed since the disclosure was made to ASIC, APRA or any other prescribed Commonwealth authority;
 - ii. the Whistleblower has reasonable grounds to believe that adequate action has not been taken to address the matters to which the previous disclosure related; and
 - iii. the Whistleblower has reasonable grounds to believe that making a further disclosure of the information would be in the public interest;

Whistleblower may disclose Reportable Matters to journalists and members of Commonwealth, State and Territory Parliaments in certain circumstances under the Act (referred to as 'public interest disclosures' and 'emergency disclosures').

If the Reportable Matter reported under this Policy is not initially reported to the WRO, it will be passed on to the WRO, or to a substitute WRO if it is inappropriate for the existing WRO to deal with the matter (subject to confidentiality requirements in relation to the Whistleblower's identity).

It is preferred that any report made under this Policy be in writing, by email or in hard copy, and should be marked 'Strictly Private and Confidential'. The report should:

- identify what the Whistleblower believes constitutes the Reportable Matter;
- identify to whom the Whistleblower believes the Reportable Matter relates;
- identify who the Whistleblower believes the Reportable Matter affects;
- set out as much detail as possible as to the relevant factual details that the Whistleblower believes have occurred or are occurring; and
- attach any relevant supporting documentation.

While reports can be made anonymously if preferred, this may affect the ability to properly consider and investigate the matter reported (including an inability to further communicate with a Whistleblower about a Reportable Matter).

Should a report be conveyed in person or by telephone, and where the Whistleblower is not anonymous, the WRO will provide the Whistleblower with a written copy of his/her understanding of the report made, which the Whistleblower will then be asked to confirm as accurately reflecting what they have reported.

Once such information has been obtained, the WRO and/or the Managing Director will assess whether the matter reported qualifies as meeting the definition of a Reportable Matter, and if so, will arrange for an independent investigation to be conducted into the allegations the subject of the report.

5. Investigation Process

Investigation processes will vary depending on the precise nature of the conduct being investigated. The purpose of an investigation is to determine whether or not a Reportable Matter is substantiated, with a view to the Company then rectifying any wrongdoing uncovered (to the extent that this is practicable in all the circumstances), and to take any disciplinary or other appropriate action.

The WRO and/or the Managing Director and/or the investigator will determine how the investigation is to be conducted. Unless anonymous, a Whistleblower may be asked to provide further details about what he/she has reported, to ensure that the matters raised may be thoroughly investigated and put to others who are implicated.

All investigations will be thorough, objective, fair and conducted by an investigator who is independent of: the Whistleblower, anyone who is the subject of the Reportable Matter, and any business unit concerned.

6. Communicating with Whistleblowers about Reportable Matters

So far as is practicable, a Whistleblower will be kept informed at regular intervals of the status of Reportable Matters that they have reported, as well as the outcome (subject to privacy and confidentiality considerations).

7. Whistleblower protections

There are various protections afforded to individuals who report Reportable Matters or who make other protected disclosures under the Act.

Confidentiality

The person to whom a Reportable Matter is reported may only disclose the Whistleblower's name or any information that is likely to lead to their identification, if they agree to this or if otherwise authorised under the Act.

Anyone involved in handling the report of a Reportable Matter (such as the WRO and an investigator) will also ensure that all files relating to the report are kept secure, and that the information received is held in confidence and only disclosed to any persons not connected with the investigation if:

- following consultation, the Whistleblower has consented to such disclosure; or
- required or permissible by law.

It is possible that someone might deduce the identity of a Whistleblower without there having been a breach of confidentiality – for example, if the nature of a report or an investigation points to one particular individual having made it. This would not constitute a breach of the Act, so long as all reasonable steps have been taken to reduce the risk of a Whistleblower being identified.

No victimisation

Whistleblowers will not be:

- subjected to any **Detrimental Conduct** (as defined below) because, or partly because, it is believed or suspected that they or any other person reported, may have reported, propose to report, or could report, a Reportable Matter; or
- threatened to be subjected to any Detrimental Conduct because they or any other person has reported or may report a Reportable Matter.

'Detrimental Conduct' includes (without limitation):

- dismissal of an employee;
- injury to an employee in their employment;
- alteration of an employee's position or duties to their disadvantage;
- discrimination between an employee and other employees;
- 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.

Other support

The Company will ensure fairness to all involved as a result of a Reportable Matter being reported under this Policy. This will be achieved by maintaining confidentiality so far as is reasonably practicable, and by requiring procedural fairness throughout any investigation process.

Other protections under the Act

In addition to protections for Whistleblowers who report a Reportable Matter, the Act also provides the same protections to individuals who make disclosures to legal practitioners for the purpose of obtaining legal advice or representation in relation to the operation of the whistleblower provisions in the Act.

The Act also provides that Whistleblowers:

- may obtain remedies via the courts with respect to Detrimental Conduct taken against them contrary to the above protections, including compensation for loss, damage or injury suffered as a result of Detrimental Conduct;
- are protected from civil liability, criminal liability and administrative action (including disciplinary action) for making a protected disclosure (although they will not be immune in relation to any misconduct they have engaged in that is revealed from their disclosure).

8. Impact of this Policy on your engagement

It is a condition of any engagement by the Company or the Group that you will comply at all times with this Policy. However, this Policy does not form part of any agreement with the Company or Group.

Any breach of this Policy will be taken very seriously and may result in cessation of any engagement or contract with the Company or Group.

9. Review

It is intended that this Policy will be reviewed from time to time to ensure that it remains consistent with all relevant legislative requirements, as well as changes within the organisation. The Policy may be amended or replaced at any other time at the sole discretion of the Pronto Software Limited Board.

29 October 2021