

# WHISTLEBLOWER POLICY

12 December 2019

## 1. BACKGROUND AND PURPOSE

Whistleblowers are those who sound the alert on danger, malpractice, bribery or corruption or other illegal conduct.

This Janison Whistleblower Policy ("the Policy") outlines the rights of employees and stakeholders of the Janison Education Group ("Janison") to:

- a. report in good faith any perceived wrong doing, impropriety, serious unethical behaviour, legal or regulatory non-compliance or questionable accounting or audit matter; and
- b. expect and receive protection from any reprisal or detrimental action resulting from such disclosure.

This Policy covers the processes for dealing with disclosures made by employees and stakeholders of suspected improper conduct within Janison in a confidential and secure manner and is intended to apply to whistleblowers in all countries in which Janison operates.

The purposes of this policy are intended to:

- encourage disclosures of wrongdoing
- help deter wrongdoing, in line with Janison'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 in a timely manner
- provide transparency around Janison's framework for receiving, handling and investigating disclosures
- support Janison's long-term sustainability and reputation
- meet Janison's legal and regulatory obligations
- align with ASX Corporate Governance Principles and Recommendations for listed companies.

Janison is committed to the highest standards of conduct and ethical behaviour in all of our business activities, and to promoting and supporting a culture of honest and ethical behaviour, corporate compliance and strong corporate governance. To this end employees with knowledge of wrongdoing are encouraged to have the confidence to speak up.

## 2. SCOPE

This Policy applies to:

- a. all employees of Janison, whether full-time, part-time or casual, at any level of seniority and wherever employed;
- b. employees or principals of organisation which have a commercial relationship with Janison as customers, suppliers, consultants, advisers, agents or otherwise.

This Policy supplements any other policies applicable to Janison.

### 3. POLICY AND PROCEDURE

Employees and stakeholders are encouraged to make a report under this policy if they have reasonable grounds to suspect that a Janison director, officer, employee, contractor, supplier, tenderer or other person who has business dealings with Janison has engaged in conduct ("Reportable Conduct") which:

- a. is dishonest, fraudulent, corrupt, including bribery;
- b. is an illegal activity (such as theft, violence, harassment or intimidation, criminal damage to property or other breaches of state or federal law);
- c. is unethical or in breach of Janison policies (such as dishonestly altering company records or data, adopting questionable accounting practices or wilfully breaching Janison policies or procedures);
- d. is potentially damaging to Janison, a Janison employee or a third party, such as unsafe work practices, environmental damage, health risks or abuse of Janison property or resources;
- e. amounts to an abuse of authority;
- f. may cause financial loss to Janison or damage its reputation or be otherwise detrimental to Janison's interests;
- g. engaging in or threatening to engage in detrimental conduct against a person who has made a disclosure or is believed or suspected to have made, or be planning to make, a disclosure ;
- h. involves harassment, discrimination, victimisation or bullying; or
- i. involves any other kind of misconduct or an improper state of affairs or

circumstances. The following are examples of what is not Reportable Conduct:

- a. an interpersonal conflict between the discloser and another employee;
- b. a decision that does not involve a breach of workplace laws;
- c. a decision about the engagement, transfer or promotion of the discloser;
- d. a decision about the terms and conditions of engagement of the discloser; or
- e. a decision to suspend or terminate the engagement of the discloser, or otherwise to discipline the discloser.

Disclosures that are not about Reportable Conduct do not qualify for protection under the Corporations Act.

### 4. HOW TO REPORT

Janison has several channels for making a report if you become aware of any issue or behaviour

that you consider to be Reportable Conduct. For the purposes of this policy to ensure appropriate escalation and timely investigation, we request that reports are made to any one of our Protected Disclosure Officers listed below:

xxx, People & Culture Manager  
Email: xxx

xxx, Corporate Office Manager/ HR  
CoordinatorPh: xxx  
Email: xxx

While it is Janison's preference that you raise reports with the Protected Disclosure Officers, you may also contact our Legal Counsel direct to seek further general information or to discuss any areas of concern to you. Her contact details are:

xxx, Legal  
CounselPh: xxx  
Email: [xxx](mailto:xxx)

An external report of Reportable Conduct can also be made to Janison's external auditors, Stanton International Audit and Consulting Pty Ltd, Level 2, 22 Pitt Street, Sydney.

Employees are encouraged to make a disclosure to Janison's internal Protected Disclosure Officers in the first instance. Janison would like to identify and address wrongdoing as early as possible. This approach is intended to help build confidence and trust in our whistleblower policy, processes and procedures.

A discloser is entitled to adopt a pseudonym for the purpose of their disclosure if they so wish. This may be appropriate in circumstances where the discloser's identity is known to their supervisor or the Protected Disclosure Officer or where the discloser prefers to not to disclose their identity to others.

## **5. JANISON'S INVESTIGATION OF REPORTABLE CONDUCT**

Janison will investigate all matters reported under this policy as soon as practicable after the matter has been reported. A Protected Disclosure Officer may, with your consent, appoint a person to assist in the investigation of a report. Where appropriate, Janison will provide feedback to you regarding the progress and/or outcome of the investigation (subject to considerations of privacy of those against whom the allegations are made).

The investigation will be conducted in an objective and fair manner, and otherwise as is reasonable and appropriate having regard to the nature of the Reportable Conduct and the circumstances.

While the investigation process and enquiries adopted will be determined by the nature and substance of the report, in general, as soon as practicable upon receipt of the report, if the

report is not anonymous, a Protected Disclosure Officer or investigator will contact you to discuss the investigation process including who may be contacted and such other matters as are relevant to the investigation.

Where the report is submitted anonymously, Janison will conduct the investigation and its enquiries based on the information provided to it.

## 6. PROTECTION OF WHISTLEBLOWERS

Janison is committed to ensuring confidentiality in respect of all matters raised under this policy, and that those who make a report are treated fairly and do not suffer detriment.

### a. Protection against detrimental conduct

Detrimental treatment includes dismissal, demotion, harassment, discrimination, disciplinary action, bias, threats or other unfavourable treatment connected with making a report. If you are subjected to detrimental treatment as a result of making a report under this policy you should:

- (i) inform a Protected Disclosure officer or senior manager within your relevant division immediately; or
- (ii) raise it in accordance with paragraph 4 of this policy.

### b. Protection of your identity and confidentiality

Subject to compliance with legal requirements, upon receiving a report under this policy, Janison will only share your identity as a whistleblower or information likely to reveal your identity if:

- (i) you consent;
- (ii) the concern is reported to the Australian Securities and Investment Commission (ASIC), the Australian Prudential Regulation Authority (APRA), the Tax Commissioner or the Australian Federal Police; or
- (iii) the concern is raised with a lawyer for the purpose of obtaining advice or representation.

If Janison needs to investigate a report, it may disclose information that could lead to your identification but it will take reasonable steps to reduce that risk. Any disclosures of your identity or information likely to reveal your identity will be made on a strictly confidential basis.

### c. Protection of files and records.

All files and records created from an investigation will be retained securely.

Unauthorised release of information to someone not involved in the investigation (other than senior managers or directors who need to know to take appropriate action, or for corporate governance purposes) without your consent as a whistleblower will be a breach of this policy. Whistleblowers are assured that a release of information in breach

of this policy will be regarded as a serious matter and will be dealt with under Janison's disciplinary procedures.

## **7. DUTIES OF EMPLOYEES IN RELATION TO REPORTABLE CONDUCT**

It is expected that employees of Janison who become aware of actual or suspect on reasonable grounds, potential cases of Reportable Conduct will make a report under this policy or under other applicable policies.

## **8. FALSE REPORTING**

A false report of Reportable Conduct could have significant effects on Janison's reputation and the reputations of staff members and could also cause considerable waste of time and effort.

Any deliberately false reporting of Reportable Conduct, whether under this policy or otherwise, will be treated as a serious disciplinary matter.

## **9. QUESTIONS**

Any questions about this policy should be directed to the Chief Executive Officer, the Chief Financial Officer or Janison's Legal Counsel.

## **10. TRAINING**

Initial and ongoing training will be provided to all employees to ensure that they understand the requirements of this policy. This includes how to recognise and report Reportable Conduct and the protections available. Employees will be informed if any changes are made to this policy or if there are any changes to the Whistleblower protection laws. This policy will be given to all employees on commencement of employment so that they can become familiar with their rights and obligations under this policy.

## **11. POLICY REVIEW**

Human Resources will regularly review this policy and its effectiveness.

**DATED: 12 DECEMBER 2019**