

1.1 Introduction

(a) Background

Coventry Group Limited (ASX: CYG) is an ASX listed public company that has subsidiaries across Australia and New Zealand (collectively CGL).

In Australia, CGL has obligations under the Corporations Act 2001 (Cth) (the Act) and as an ASX listed public company, is required to have an appropriate whistleblower policy in place.

In New Zealand, CGL is required to comply with the Protected Disclosures (Protection of Whistleblowers) Act 2022 (the PDPWA).

(b) Purpose

This policy supports CGL executives in fostering a culture of corporate compliance, ethical behaviour and good corporate governance. This policy outlines a framework by which all CGL directors, employees, contractors, employees of contractors and other relevant persons can raise concerns and give them reassurance that they will be protected from reprisals or victimisation for whistleblowing.

This Whistleblower policy is intended to protect you if you raise concerns regarding activities or behaviours at CGL which are illegal, dishonest, fraudulent, corrupt, unethical, unsafe, result in incorrect financial reporting, breach CGL's Values of Fairness, Integrity, Respect, Safety, and Teamwork, or the CGL Code of Conduct, may cause financial loss to CGL or damage its reputation, or otherwise amounts to serious improper conduct.

This policy will be made available on the CGL intranet, through the PeopleStreme portal, displayed on site notice boards and published on the CGL website's Corporate Governance page. The Group encourages the reporting of any instances of suspected unethical, illegal, fraudulent or undesirable conduct involving the Group.

The purpose of this policy includes:

- i. encouraging disclosure of and helping deter wrongdoing;
- ii. ensuring individuals who disclose wrongdoing can do so safely, securely and with confidence that they will be protected and supported;
- iii. ensuring disclosures are dealt with appropriately and promptly; and
- iv. providing transparency around CGL's framework for receiving, handling and investigating disclosures.

Authority

This policy was prepared by the Chief Financial Officer and has been approved by the CGL Board of Directors.

2. Policy Content

2.1 CGL Commitment

CGL is committed to a policy that complies with applicable laws and practices to encourage reporting of illegal and undesirable conduct and that will protect it and its stakeholders against conduct such as dishonesty or fraud.

2.2 Speaking Up

CGL encourages all Eligible Whistleblowers to speak up and disclose any suspected or actual wrongdoing about "Disclosable Matters" covered by this Policy.

Eligible Whistleblowers do not need to identify themselves and can speak up confidentially if they like. If an Eligible Whistleblower does provide their name (or any information that might identify the discloser), we will not share your identity with anyone else, without permission to do so, or the law allows or requires it (e.g. in dealings with a regulator).

Anyone with information about improper conduct or potential improper conduct is encouraged to raise a concern.

2.3 Who this policy applies to

Disclosers who can make a disclosure that qualifies for protection under the Act and the PDPWA are called 'eligible whistleblowers'.

(a) Eligible whistleblowers

An eligible whistleblower is an individual who is, or has been, any of the following in relation to CGL:

- i. an officer, employee, secondee, or homeworker;
- ii. an associate, independent contractor or volunteer; or
- iii. and in Australia only, eligible whistleblowers also encompasses suppliers of goods or services (including their employees) and a relative, dependant or spouse of any of the above.

2.4 Matters this policy applies to

(a) Disclosable matters

Disclosable matters involve information that the discloser has 'reasonable grounds to suspect' concerns, 'serious wrongdoing', 'misconduct', or an 'improper state of affairs or circumstances', in relation to the Group.

- i. Misconduct
Misconduct includes fraud, negligence, default, breach of trust and breach of duty.
- ii. Improper state of affairs or circumstances
Misconduct or an improper state of affairs or circumstances may not involve unlawful conduct in relation to the Group but may indicate a systemic issue that the relevant regulator should know about to perform its functions. It may also relate to business behaviour and practices that may cause consumer harm.
- iii. Reasonable grounds to suspect
Reasonable grounds to suspect is based on the objective reasonableness of the discloser. A mere allegation with no supporting information is not likely to be considered as having reasonable grounds to suspect. Objective reasonableness does not require a discloser to prove their allegations.

(b) Other Disclosable Matters

Disclosable matters also involve information about CGL, if the discloser has reasonable grounds to suspect that the information indicates that CGL has engaged in conduct that:

- i. constitutes an offence against, or a contravention of, a provision of any of the following:
 - A. the Act;
 - B. the Australian Securities and Investments Commission Act 2001 (Cth);
 - C. the Banking Act 1959 (Cth);
 - D. the Financial Sector (Collection of Data) Act 2001 (Cth);
 - E. the Insurance Act 1973 (Cth);
 - F. the Life Insurance Act 1995 (Cth);
 - G. the National Consumer Credit Protection Act 2009 (Cth);
 - H. the Superannuation Industry (Supervision) Act 1993 (Cth);
 - I. an instrument made under an act referred to above;
- ii. constitutes an offence against New Zealand legislation;
- iii. constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more;
- iv. represents a danger to the public or the financial system; or
- v. is prescribed by regulation.

(c) Examples of disclosable matters as they relate to business operations and practices

This policy covers the following types of wrongdoing:

- i. illegal conduct, such as theft, dealing in, or use of illicit drugs, violence or threatened violence and criminal damage against property;
- ii. fraud, money laundering or misappropriation of funds;
- iii. offering or accepting a bribe;
- iv. financial irregularities;
- v. failure to comply with, or breach of, legal or regulatory requirements; and
- vi. 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.

(d) Disclosable matters may include conduct that does not contravene a particular law

Information that indicates a significant risk to public safety or the stability of, or confidence in, the financial system is also a disclosable matter, even if it does not involve a breach of a particular law.

(e) False reporting

CGL encourages the reporting of any disclosable matters where there are reasonable grounds to suspect wrongdoing or misconduct. However, individuals who deliberately submit false reports are not afforded protection under the Act or the PDPWA. Deliberate false reports involve a discloser reporting information they know to be untrue. It does not include situations where a discloser reasonably suspects misconduct, but the suspicions are later determined to be unfounded.

2.5 Matters this policy does not apply to

(a) Personal work-related grievances

Personal work-related grievances do not qualify for protection under the Act or the PDPWA. These are grievances that relate to the discloser's current or former employment and have, or tend to have, implications for the discloser personally, but do not:

- i. have any other significant implications for CGL; or
- ii. relate to any conduct, or alleged conduct, about a disclosable matter.

(b) Examples

Examples of personal work-related grievances include:

- i. an interpersonal conflict between the discloser and another employee;
- ii. a decision that does not involve a breach of workplace laws;
- iii. a decision about the engagement, transfer or promotion of the discloser;
- iv. a decision about the terms and conditions of engagement of the discloser; or
- v. a decision to suspend or terminate the engagement of the discloser, or otherwise to discipline the discloser.

(c) Exemptions

However, a personal work-related grievance may still qualify for protection if:

- i. it includes information about misconduct, or information about misconduct includes or is accompanied by a personal work-related grievance (mixed report);
- ii. CGL 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 any person or the public, or the disclosure relates to information that suggests misconduct beyond the discloser's personal circumstances;

- iii. the discloser suffers from or is threatened with detriment for making a disclosure; or
- iv. the discloser seeks legal advice or legal representation about the operation of the whistleblower protections under the Act or the PDPWA.

2.6 Who can receive a disclosure

(a) Eligible recipients

Disclosures may be made directly to the following eligible recipients:

CGL Reporting Officer

The Chief Financial Officer is responsible for investigating and resolving all reported concerns and can be contacted at r.jackson@cgl.com.au, +61 (0)3 9205 8215 or +61 (0)448 532 711.

Employment and workplace related concerns should be reported through your manager or supervisor. If that is not appropriate for whatever reason you should make your report to the CGL Reporting Officer, the Chief People Officer, Renee Monkman-Straub at Renee.Monkman-Straub@cgl.com.au or the Chairman of the Risk and Audit Committee, James Todd at James@jtodd.com.au.

Other concerns, including those relating to activities which are illegal, fraudulent or unethical should be reported directly to the CGL Reporting Officer, who will ensure the Chairman, CEO and/or Board Audit & Risk Committee are advised of material incidents. If this is not appropriate for whatever reason, you should make your report to appropriate authorities such as an external regulator, prescribed authority or legal practitioner in the jurisdiction concerned.

In instances of alleged or suspected wrongdoing involving senior management where other reporting using the channels may not be appropriate, the discloser may contact an external eligible recipient including in Australia, ASIC, APRA, a prescribed Commonwealth authority or a legal practitioner, and in New Zealand, the head of any public sector organisation, any officer of Parliament, the membership body of a particular profession, trade, or calling with the power to discipline its members, or the particular authorities listed in Schedule 2 of the New Zealand Protection of Whistleblowers Act 2022.

In New Zealand, Disclosers can also make a further disclosure to a Government Minister if they believe on reasonable grounds that the receiver has not complied with the guidance in the PDPWA around how to receive disclosures; or has not dealt with the matter so as to address the serious wrongdoing.

(b) Legal Practitioners

Disclosures made 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 Act and the PDPWA are protected (even in the event the legal practitioner concludes that a disclosure does not relate to a disclosable matter).

(c) Regulatory bodies and other external recipients

Disclosures of information relating to disclosable matters can be made to ASIC, APRA or another Commonwealth body prescribed by regulation and qualify for protection under the Act and the PDPWA.

(d) Public interest disclosures and emergency disclosures

Within Australia, in certain circumstances, disclosures can be made to a journalist or parliamentarian and qualify for protection under the whistleblower provisions of the Act.

i. Public interest disclosure

A public interest disclosure is the disclosure of information to a journalist or a parliamentarian, where:

- A. at least 90 days have passed since the discloser made the disclosure to ASIC, APRA or another Commonwealth body prescribed by regulation;
- B. the discloser does not have reasonable grounds to believe that action is being, or has been taken, in relation to their disclosure;
- C. the discloser has reasonable grounds to believe that making a further disclosure of the information is in the public interest; and
- D. before making the public interest disclosure, the discloser has given written notice to the body that:
 - I. includes sufficient information to identify the previous disclosure; and

II. states that the discloser intends to make a public interest disclosure.

ii. Emergency disclosure

An emergency disclosure is the disclosure of information to a journalist or parliamentarian, where:

- A. the discloser has previously made a disclosure of the information to ASIC, APRA or another Commonwealth body prescribed by regulation;
- B. the discloser 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;
- C. before making the emergency disclosure, the discloser has given written notice to the body to which the previous disclosure was made that:
 - I. includes sufficient information to identify the previous disclosure; and
 - II. states that the discloser intends to make an emergency disclosure; and
- D. the extent of the information disclosed in the emergency disclosure is no greater than is necessary to inform the journalist or parliamentarian of the substantial and imminent danger.

(e) Seek advice before making a public interest disclosure or emergency disclosure

It is important to understand the criteria for making a public interest or emergency disclosure. CGL recommends that you seek independent legal advice before doing so.

2.7 How to make disclosure

(a) Internal Disclosure

Internal disclosures can be made to:

- i. officers and directors of CGL; and
- ii. the CGL Reporting Officer.

Email: r.jackson@cgl.com.au
Telephone: +61 (0)3 9205 8215 or +61 (0)448 532 711.

(b) External Disclosure

External disclosure is aimed at ensuring the identity of the disclosure is protected and kept confidential, unless the discloser advises otherwise.

2.8 Legal protections for disclosures

The following protections apply not only to internal recipients, but also to disclosures to legal practitioners, regulatory and other external bodies, and public interest and emergency disclosures that are made in accordance with the Act and the PDPWA.

(a) Identity protection (confidentiality)

- i. Within Australia, a person cannot disclose the identity of a discloser or information that is likely to lead to the identification of the discloser. The exception to this is if a person discloses the identity of the discloser:
 - A. to ASIC, APRA or a member of the Australian Federal Police;
 - B. to a legal practitioner (for the purposes of obtaining legal advice or legal representation about the whistleblower provisions in the Act);
 - C. to a person or body prescribed by regulations; or
 - D. with the consent of the discloser.
- ii. Within New Zealand, a receiver must use their best endeavours to keep the identity of a discloser confidential. The exception to this (other than where the discloser consents) are where there are reasonable grounds to believe the release of the identifying information is essential:

- A. for the effective investigation of the disclosure;
 - B. to prevent a serious risk to public health, public safety, the health or safety of any individual, or the environment;
 - C. to comply with the principles of natural justice; or
 - D. to an investigation by a law enforcement or regulatory agency for the purpose of law enforcement.
- iii. A person can disclose the information contained in a disclosure with or without the discloser's consent if:
- A. the information does not include the discloser's identity;
 - B. all reasonable steps are taken to reduce the risk that the discloser will be identified from the information; and
 - C. it is reasonably necessary for investigating the issues raised in the disclosure.

It is illegal to identify a discloser, or disclose information that is likely to lead to the identification of the discloser, outside the above exceptions.,

(b) Protection from detrimental acts or omissions

- i. A person cannot retaliate or engage in conduct that causes detriment to a discloser, in relation to a disclosure, if:
 - A. the person believes or suspects that the discloser made, may have made, proposes to make or could make a disclosure that qualifies for protection; and
 - B. the belief or suspicion is the reason, or part of the reason, for the conduct.
- ii. In addition, a person cannot retaliate or make a threat to cause detriment to a discloser in relation to a disclosure. A threat may be express or implied, conditional or unconditional. A discloser need not fear whether or not the threat will be carried out, in order for the conduct to be considered a threat.
- iii. Detrimental conduct and threats include:
 - A. dismissal of an employee;
 - B. injury of an employee in his or her employment;
 - C. alteration of an employee's position or duties to his or her disadvantage;
 - D. discrimination between an employee and other employees of the same employer;
 - E. harassment or intimidation of a person;
 - F. harm or injury to a person, including psychological harm;
 - G. damage to a person's property;
 - H. damage to a person's reputation;
 - I. damage to a person's business or financial position;
 - J. treating a person who has encouraged another person to make a protected disclosure less favourably;
 - K. treating a person who has given information in support of, or relating to, a protected disclosure less favourably; or
 - L. any other damage to a person.
- iv. 'Retaliate' means:
 - A. dismissing the employee;
 - B. refusing or omitting to afford to the employee the same terms and conditions as are made available to other employees of substantially similar qualifications, experience, or skills employed in substantially similar circumstances;

- C. subjecting the employee to any disadvantage in circumstances where other employees in the same role would not be;
- D. retiring the employee, or causing the employee to retire or resign; or
- E. organising to do any of the above.

(c) Actions that are not detrimental conduct

Detrimental conduct does not include administrative action that is reasonable to protect a discloser from detriment (e.g. when the disclosure relates to wrongdoing in the discloser's immediate work area). Protecting a discloser from detriment also does not prevent the management of unsatisfactory work performance, if the action is in line with the performance management framework. Accordingly, CGL must ensure a discloser understands the reason for any administrative or management action.

(d) Compensation and other remedies

Eligible whistleblowers can seek compensation and other remedies through the courts if they suffer loss, damage or injury because of a disclosure and CGL failed to prevent a person from causing the detriment. Eligible whistleblowers should seek independent legal advice as necessary.

(e) Civil, criminal and administrative liability protection

Eligible whistleblowers are protected from any of the following in relation to their disclosure:

- i. civil liability;
- ii. criminal liability;
- iii. administrative liability; and
- iv. in New Zealand only, the protections also include liability for any disciplinary proceeding (the protections extend to a receiver of a disclosure who refers the disclosure onwards).

These protections do not grant immunity for any misconduct a discloser has engaged in that is revealed in their disclosure.

(f) Support and practical protection for disclosers

- i. Identity protection (confidentiality)

Subject to the provisions of this Policy, CGL will implement the following measures for protecting the confidentiality of a discloser's identity:

- A. all personal information or reference to the discloser witnessing an event will be redacted/not included in the reporting process;
- B. the disclosure will be referred to in a gender-neutral context;
- C. where possible, the discloser will be contacted to help identify certain aspects of their disclosure that could inadvertently identify them; and
- D. disclosures will be handled and investigated by staff observing the above requirements.

- ii. Secure record-keeping and information-sharing processes

To ensure the identity of disclosers and information relating to disclosure are adequately protected, CGL will ensure that:

- A. all paper and electronic documents and other materials relating to disclosures are stored securely;
- B. access to all information relating to a disclosure will be limited to those directly managing and investigating the disclosure;
- C. only a restricted number of people who are directly handling or investigating a disclosure will be made aware of a discloser's identity (subject to the provisions of this Policy) or information that is likely to lead to the identification of the discloser;

- D. 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.

iii. Protection from detrimental acts of omissions

CGL will implement measures for protecting disclosers from detriment, including:

- A. processes for assessing the risk of detriment against a discloser and other persons, which will commence as soon as possible after receiving a disclosure;
- B. support services, including counselling;
- C. strategies to help a discloser minimise and manage stress, time or performance impacts, or other challenges resulting from the disclosure or its investigation;
- D. actions for protecting a discloser from risk of detriment;
- E. processes for ensuring that management are aware of their responsibilities to maintain the confidentiality of a disclosure; and
- F. procedures on how a discloser can lodge a complaint if they have suffered detriment.

(g) Handling and Investigating Disclosure

i. Handling a disclosure

CGL will assess each disclosure to determine whether:

- A. it qualifies for protection; and
- B. a formal, in-depth investigation is required.

ii. Investigating a disclosure

- A. All reports relating to a disclosable matter made by an eligible whistleblower and received by an internal eligible recipient, or where an external party informs an officer or senior manager within the Group of a disclosable matter that was reported by the eligible whistleblower directly to the external party, must be investigated thoroughly and completely so as to appropriately substantiate or refute the information reported/disclosed.
- B. Detailed records of the disclosable matter must be maintained in a secure and confidential manner, including the report/disclosure itself, investigations undertaken, actions taken to address and further correspondence with the discloser in relation to the progress of the matter.
- C. Where investigations substantiate the disclosure in terms of the occurrence of wrongdoing or misconduct, a suitable response and actions to address must be implemented in a timely manner. Each disclosure will be acknowledged within a reasonable period after the disclosure is received, if the discloser can be contacted (including through anonymous channels).
- D. Findings from investigations will be documented and reported to the CGL Audit & Risk Committee, while preserving confidentiality. A summary of the outcomes of the investigation will also be provided to the discloser, upon completion of investigations, when appropriate. Where it is deemed an investigation is not required, this and the reasons for it will be provided to the discloser.
- E. Where a disclosable matter that is reported relates to a conduct of an individual that could otherwise be an eligible recipient, the matter must be investigated with sufficient independence. Where necessary, this may involve engaging a Member of the CGL Audit & Risk Committee to handle the matter.

(h) Ensuring fair treatment of individuals mentioned in a disclosure

CGL will adopt the following measures for ensuring fair treatment of individuals mentioned in a disclosure:

- i. disclosures will be handled confidentially, when it is practical and appropriate in the circumstances;
- ii. each disclosure will be assessed and may be the subject of an investigation;

- iii. the objective of the investigation is to determine whether there is enough evidence to substantiate or refute the matters reported;
- iv. when an investigation needs to be reported, the process will be objective, fair and independent;
- v. an employee who is the subject of a disclosure will be advised about the subject matter of the disclosure as and when required and as appropriate; and
- vi. an employee who is the subject of a disclosure may contact the entity's support services (e.g. counselling).

(i) Ensuring the policy is easily accessible

CGL will ensure that this policy is made available to employees and officers as appropriate for the respective parts of the business:

- i. staff briefing sessions;
- ii. posting the policy on the staff intranet or other communication platform;
- iii. posting information on staff noticeboards, as appropriate;
- iv. setting out the policy in the employee handbook; and
- v. incorporating the policy in any employee induction information packs and training for new starters.

The policy will also be made available on the CGL website.

Associated Documents

- CGL Code of Conduct
- CGL Values
- CORP 600 – CGL Risk Management Policy
- CORP 600 P – CGL Risk Management Procedure
- CORP 150 – CGL Fraud Policy
- CORP 150 P – CGL Fraud Procedure

Policy History

<u>Description</u>	<u>Reference #</u>	<u>Date</u>	<u>Authority</u>
Original Policy	CORP 300 00	Jun 2017	ELT
Revision #1	CORP 300 01	Feb 2018	ELT
Revision#2	CORP 300 02	May 2019	Board
Revision #3	CORP 300 03	Aug 2019	Board
Revision #4	CORP 300 04	Jun 2020	Board
Revision #5	CORP 300 05	Sep 2020	Board
Revision #6	CORP 300 06	Mar 2023	Board
Next Review Due		Mar 2025	



Once printed this copy becomes an uncontrolled copy