



PROTECTED DISCLOSURES POLICY

Policy Particulars			
Policy number	BPD01	Version	1
Drafted by	Company Secretary	Approved on	27 November 2019
Responsible person	General Manager, Risk & Compliance	Scheduled review date	November 2021

INTRODUCTION

Transparent whistleblower policies are essential to good risk management and corporate governance. They help uncover misconduct that may not otherwise be detected. Often, such wrongdoing only comes to light because of individuals (acting alone or together) who are prepared to disclose it, sometimes at great personal and financial risk.

On 1 July 2019, the *Treasury Laws Amendment (Enhancing Whistleblower Protections) Act 2019* (Cth) (Treasury Laws Amendment) commenced. The Treasury Laws Amendment amends the whistleblower provisions set out in the *Corporations Act 2001* (Cth) and aims to consolidate and strengthen the whistleblower protection regime. The basis for the new laws is to improve company transparency, as well as to deter wrongdoing.

In summary, the Treasury Laws Amendment:

- expands the category of persons who can make disclosures;
- allows disclosures to be made anonymously;
- replaces the 'good faith' requirement on whistleblowers to one of reasonableness;
- requires all public companies to implement a whistleblower policy as soon as possible and no later than 1 January 2020;
- requires companies to provide training to ensure that potential recipients of disclosures know how to identify a whistleblower disclosure and what to do if they receive one; and
- introduces significantly higher civil and criminal penalties for individuals and companies.

Whistleblower policies help:

- provide better protections for individuals who disclose wrongdoing (disclosers);
- improve the whistleblowing culture of entities and increase transparency in how entities handle disclosures of wrongdoing;
- encourage more disclosures of wrongdoing; and
- deter wrongdoing, promote better compliance with the law and promote a more ethical culture, by increasing awareness that there is a higher likelihood that wrongdoing will be reported.

The matters that a policy must set out are:

- information about the protections available to whistleblowers; and
- information about to whom disclosures that qualify for protection may be made, and how they may be made; and
- information about how the company will support whistleblowers and protect them from detriment; and
- information about how the company will investigate disclosures that qualify for protection; and
- information about how the company will ensure fair treatment of employees of the company who are mentioned in disclosures that qualify for protection, or to whom such disclosures relate; and



- information about how the policy is to be made available to officers and employees of the company; and
- any matters prescribed by the regulations for the purposes of this paragraph.

PURPOSE

This policy fulfils CVGT's requirement to implement a whistleblower policy in accordance with the Corporations Act.

The objective of this Policy is to provide a confidential, appropriate and safe reporting method for disclosers without fear of reprisal, to ensure openness and accountability by encouraging and facilitating the making of disclosures and protecting disclosers when they do, while also providing appropriate protections for individuals against unsubstantiated or vexatious complaints.

This policy sets out:

- who is entitled to protection as a discloser under this policy;
- the protections disclosers are entitled to under this policy; and
- how disclosures made by disclosers in accordance with this policy will be handled by CVGT.

All officers, employees and contractors of CVGT must comply with this policy.

POLICY

CVGT Australia (CVGT) is committed to the highest standards of professional conduct while promoting a culture of honest and ethical behaviour, corporate compliance and sound corporate governance. It recognises the value of transparency and accountability in its administrative and management practices, and supports the making of disclosures that reveal improper conduct. CVGT will not tolerate improper conduct by the organisation, its directors, officers or employees, nor the taking of detrimental action in reprisal against those who come forward to disclose such conduct.

CVGT will:

- assign, to a suitable senior and trusted position, the function of Protected Disclosure Coordinator;
- take all reasonable steps to protect people who make such disclosures from any detrimental action in reprisal for making the disclosure;
- afford natural justice to the person who is the subject of the disclosure;
- provide procedures that support this policy.

CVGT is committed to the protection of individuals who disclose information about illegal or improper conduct occurring within CVGT. This policy has been adopted to provide a safe and confidential environment where such concerns can be raised by disclosers without fear of intimidation, disadvantage, reprisal or detrimental treatment.

An essential component of this protection is to ensure that information connected to a protected disclosure, including the identity of a discloser and the contents of that disclosure, are kept strictly confidential.

When a person makes a disclosure, CVGT will ensure that:

- their identity must remain confidential according to their wishes;
- they will be protected from reprisal, discrimination, harassment or victimisation for making the disclosure;
- an independent internal inquiry or investigation will be conducted;

- issues identified from the inquiry/investigation will be resolved and/or rectified;
- the discloser is provided with regular updates on the progress of the investigation; and
- any retaliation for having made the disclosure will be treated as serious wrongdoing under this Policy.

AUTHORISATION

A handwritten signature in black ink, appearing to read 'DR', is positioned above the name David Richardson.

David Richardson
Chair, Board of Directors
CVGT Australia Limited
27 November 2019

RELATED DOCUMENTS

Protected Disclosure Procedure
Treasury Laws Amendment (Enhancing Whistleblower Protections) Act 2019 (Cth)
Corporations Act 2001 (Cth) Part 9.4AAA
Public Interest Disclosure Act 2013 (Cth)
Protected Disclosure Act 2012 (Vic)
Public Interest Disclosures Act 1994 (NSW)
Public Interest Disclosures Act 2002 (Tas)

DEFINITIONS

- **Associate** means any individual who is:
 - an associate within the meaning of the Corporations Act; or
 - if the disclosure relates to our tax affairs, an associate within the meaning of section 318 of the Income Tax Assessment Act 1936 (Cth).
- **Australian whistleblower laws** means either or both of regimes contained in Part 9.4AAA of the Corporations Act and Part IVD of the Taxation Administration Act 1953 (Cth).
- **Detrimental action** includes harassment or discrimination, or other adverse action taken against the discloser in reprisal for having reported the alleged improper conduct.
- **Discloser** a person who reports wrongdoing in accordance with this Policy.
- **Family member** means a:
 - spouse, parent, child, sibling or other relative of an individual; or
 - dependent of the individual or their spouse.
- **Improper conduct** must be either criminal conduct or conduct serious enough to result in a person's dismissal.
- **(Protected) Disclosure** any complaint, concern, matter, allegation or disclosure (however described) by (or on behalf of) a witness of actual or suspected wrongdoing – depending on the nature of the report, this may be protected or unprotected.
- **Protected Disclosure Coordinator** the person appointed under these procedures to oversee and coordinate the receipt of protected disclosures and related activities.
- **Wrongdoing** conduct that includes but is not limited to:
 - Breaches of legislation, regulations or local government by-laws or is otherwise illegal (including whistleblower protection laws, corporations law, theft, drug sale/use, abuse, violence or threatened violence or criminal damage against property);



- Is an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more;
 - Is corrupt or is an abuse of public trust;
 - Is dishonest or fraudulent;
 - Perverts the course of justice;
 - Unreasonably endangers health and safety or the environment or any person, whether they are CVGT staff, clients, suppliers or members of the public;
 - Is maladministration (e.g. unjust, based on improper motives, is unreasonable, oppressive or negligent);
 - Involves serious or substantial waste of physical and/or financial resources;
 - Is gross mismanagement or repeated breaches of administrative procedures;
 - Has financial or non-financial loss detrimental to the interests of CVGT Australia;
 - Is an unethical breach of the company's Code of Conduct; and/or
 - Is serious improper conduct or an improper state of affairs.
- **Whistleblower** means a person who is eligible for protection as a whistleblower under this policy or under the Australian whistleblower laws. An individual is an eligible whistleblower if the individual is, or has been, any of the following:
- employee and officer;
 - contractor, supplier and the employee of the suppliers (either paid or unpaid and can include volunteers);
 - an associate of the organisation; or
 - spouse, relative or dependant of any of the above.