



POLICY TOPIC Whistleblower Policy	Issued on: 1 January 2020	Supersedes: 24 April 2019	Issued by: Company Secretary	Approved by: ALGL Board	Version: 2
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INTRODUCTION

Ardent Leisure Group Limited (the **Company**) and its subsidiaries (collectively, the **Group**) is committed to encouraging and supporting ethical and responsible behaviour. The Group recognises the important role whistleblowing can play in the early detection of misconduct. The Group also recognises that individuals who are considering disclosing misconduct may fear retribution or other detriment and require an assurance of protection.

PURPOSE

The purpose of this Policy is to establish an internal reporting system which ensures protections for individuals who disclose misconduct and encourages employees and our partners to report known or suspected misconduct.

DEFINITIONS

In this Policy:

'eligible whistleblower' means any of the following:

- (i) a director, company secretary, officer, employee of the Group or an associate;
- (ii) a person who supplies services or goods to the Group (whether paid or unpaid) or an employee of such a person (e.g. current or former contractors, consultants, service providers and business partners);
- (iii) a relative of an individual referred to in paragraph (i) or (ii); or
- (iv) a dependant of an individual referred to in any of paragraphs (i), (ii) or (iii), or of such an individual's spouse.

'misconduct' means conduct which amounts to any of the following:

- (i) fraud, negligence, default, breach of trust or breach of duty in relation to the Group;
- (ii) an improper state of affairs or circumstances in relation to the Group;
- (iii) conduct in breach of a Group policy or procedure;
- (iv) conduct which constitutes a contravention of or an offence against any state or federal law; or
- (v) conduct which represents a danger to the health of a person, the general public, the environment or the financial system.

PROTECTED DISCLOSURES UNDER THIS POLICY

Disclosures which qualify for protection

A disclosure of information by an employee is protected under this Policy if the employee has reasonable grounds to suspect that the information concerns or indicates **misconduct** in relation to the Group and the disclosure is made in accordance with this Policy (**Protected Disclosure**).

A disclosure will not be protected to the extent that it concerns a personal work-related grievance of the discloser. Examples of personal work-related grievances are as follows:

- an interpersonal conflict between a discloser and another employee;
- a decision relating to the engagement, transfer or promotion of a discloser;
- a decision relating to the terms and conditions of employment of a discloser; or
- a decision to suspend or terminate the employment of a discloser, or otherwise to discipline the discloser.

In some limited instances, a personal work-related grievance may be covered by this Policy, such as where the grievance arises from knowledge of unethical, illegal or fraudulent conduct. Refer to Annexure A for further information about personal work-related grievance.

Employees with work-related grievances not covered by this Policy are encouraged to raise their issues or concerns directly with their manager, supervisor or People & Culture representative.

How to make a Protected Disclosure

There are several channels available for making a Protected Disclosure under this Policy:

- (i) If you are an employee of a Group entity, your supervisor or manager is eligible to receive Protected Disclosures. The supervisor or manager must then report the information disclosed to a Protected Disclosure Officer in accordance with the confidentiality protocols detailed in this Policy.
- (ii) The Group's **Protected Disclosure Officers** are eligible to receive Protected Disclosures (during business hours):

Company Secretary
Bronwyn Weir

Phone: 02 9168 4602
Email: bronwyn.weir@ardentleisure.com

Group General Counsel
Chris Todd

Phone: 02 9168 4604
Email: chris.todd@ardentleisure.com

- (iii) If the Protected Disclosure in some way implicates the Company Secretary or the Group General Counsel then the disclosure should be made to the Chair of the Audit & Risk Committee via email and marked private and confidential to whistleblower@ardentleisure.com.
- (iv) A Protected Disclosure can be made to an external, independent and confidential service provider engaged by the Group, Ethics Point, either by telephone or online (24 hours a day, 7 days a week). Where a whistleblower provides their contact details to this service, those contact details will not be provided to the Protected Disclosure Officer without the whistleblower's consent.

Australia: Phone: 1800 945 264
Website: <https://ardentleisure.ethicspoint.com>

United States: Phone: 844 483 5563
Website: <https://mainevent.ethicspoint.com>

Aside from making a disclosure under this Policy, individuals can make a Protected Disclosure at any time directly to an external party, such as ASIC, APRA and the Australian Federal Police.

CONFIDENTIALITY OF A WHISTLEBLOWER'S IDENTITY

All reasonable steps will be taken by the Group to maintain the confidentiality of an eligible whistleblower.

A person making a Protected Disclosure may advise that they wish to remain anonymous or place restrictions on who knows their identity. The Group will comply with these requests and will still make best endeavours to investigate an anonymous disclosure. However, there may be limitations in investigating a disclosure where a whistleblower does not consent to disclosure of their identity.

To protect the confidentiality of a person making a disclosure, the Group may use a range of measures such as referring to the discloser in a gender-neutral context and, where possible, contacting the discloser to help identify certain aspects of their disclosure that could inadvertently identify them.

The Group will take disciplinary action, which may include dismissal, against any person who makes an unauthorised disclosure of the identity of a person who makes a Protected Disclosure under this Policy or of information that is likely to lead to the identification of that person.

It is an offence under the *Corporations Act 2001* (Cth) (the **Act**) for a person who has directly or indirectly obtained information about the identity of a person who has made a protected disclosure, to disclose the identity of that person or information that is likely to lead to the identification of that person, without authorisation.

DUTIES OF EMPLOYEES IN RELATION TO MISCONDUCT

Employees of the Group who become aware of known or suspected cases of misconduct are expected to report that information by making a Protected Disclosure under this Policy.

INVESTIGATION OF MISCONDUCT

The Protected Disclosure Officers are responsible for receiving, forwarding and acting upon disclosures made under this Policy.

The Protected Disclosure Officer will:

- Where possible, at the earliest opportunity and within no more than 14 days after receipt of a Protected Disclosure, clearly explain to the person making the disclosure what will happen in relation to the information received;
- When requested, make arrangements to ensure that disclosures can be made privately and, if necessary, away from the workplace;
- Reduce to writing and date any disclosures received orally;
- Determine the appropriate action to be taken in relation to a disclosure, for example:
 - No action
 - Conduct, or request that another staff member conduct, a preliminary or informal investigation
 - Request that another person take responsibility for dealing with the disclosure

- Conduct a formal investigation or request that another staff member or external party conduct a formal investigation
- Referral to an external authority, such as the police, for investigation or other appropriate action
- Make a recommendation to the Chair of Audit & Risk Committee regarding disciplinary action
- Deal with disclosures impartially;
- Report to the Chair of Audit & Risk Committee on the findings of an investigation and recommended action;
- Take all necessary and reasonable steps to ensure that the identity of persons who make disclosures, and the subjects of disclosures, are kept confidential; and
- Support persons who make disclosures noting that the Group may not be able to extend the full level of protections and support to persons who are not employed by the Group.

All information relating to a Protected Disclosure and its investigation will be retained under strict security and confidentiality. Unauthorised release of information to someone not involved in the investigation without the consent of a whistleblower will be a breach of this Policy except where the disclosure is required by law or it is appropriate to make the disclosure to a regulator.

Fair treatment of individuals mentioned in Protected Disclosures

Where investigations or other enquiries do not substantiate a Protected Disclosure, the fact the enquiry has been carried out, the results of the enquiry, and the identity of any person the subject of the disclosure will remain confidential, unless the subject of the disclosure requests otherwise.

Subject to compliance with any legal requirements, an employee who is the subject of a Protected Disclosure has the right to:

- be informed as to the substance of the allegations;
- be given a reasonable opportunity to put their case (either orally or in writing) to the Protected Disclosure Officer; and
- be informed of the findings in respect of the Protected Disclosure.

PROTECTION OF WHISTLEBLOWERS

Protection against Detriment

If a person causes you any detriment or threatens to cause you detriment because that person believes or suspects that you have made, propose to make or could make a Protected Disclosure under this Policy or the Act, you must immediately either inform your supervisor or bring the allegations to the attention of a Protected Disclosure Officer.

All employees must abstain from any activity that is or could be perceived to be victimisation or harassment of persons who make disclosures under this Policy. The Group will take disciplinary action, which may include dismissal, against any person who causes detriment or threatens to cause detriment to a person because they believe or suspect that the person has made, proposes to make or could make a Protected Disclosure under this Policy.

For the purposes of this Policy, '**detriment**' means dismissal, injury of an employee in his or her employment, alteration of an employee's position or duties to his or her disadvantage, discrimination, harassment, intimidation, harm or injury to a person including psychological harm, damage to a person's property, reputation, business or financial position, and any other damage to a person.

The Act provides that a court may order a person who causes detriment to a whistleblower to pay the whistleblower compensation in respect of any loss or damage suffered.

Protection against actions

A person who makes a disclosure which qualifies for protection under this Policy is not subject to any liability for making the Protected Disclosure and no action, claim or demand may be taken or made of or against the person for making the disclosure. A person who has made a Protected Disclosure is taken not to have committed any offence against any legislation which imposes a duty to maintain confidentiality with respect to any information disclosed.

A person who has made a Protected Disclosure may still qualify for protection even if their disclosure turns out to be incorrect.

NOTIFICATION OF FINDINGS

Subject to any confidentiality restrictions or other legal requirements and provided a person who makes a Protected Disclosure and has not chosen to remain anonymous, the person will be notified, within six months of the disclosure being made, of the Group's findings in respect of the disclosure.

The findings may be that an allegation has been fully substantiated, partially substantiated, is not able to be substantiated or is disproven.

If a Protected Disclosure is made in accordance with this Policy, the Protected Disclosure Officer (or if applicable, the Chair of the Audit & Risk Committee) is responsible for the six month notification to the person who made the disclosure.

PROTECTED DISCLOSURES UNDER THE CORPORATIONS ACT

Part 9.4AAA of the Corporations Act provides special protection to disclosures made by whistleblowers where the conditions detailed in the Act are satisfied. Section 1317AA details the conditions under which a disclosure qualifies for protection under the Act. The conditions broadly relate to a disclosure being made: (i) by an eligible whistleblower; (ii) to an eligible recipient; and (iii) about information which is a disclosable matter under the Act.

A copy of Section 1317AA of the Act is attached to this Policy as Annexure A.

The information in this Policy regarding to whom disclosures that qualify for protection under this Policy may be made, how the Group will investigate disclosures that qualify for protection and how the Group will ensure fair treatment of employees who are mentioned in disclosures that qualify for protection or to whom such disclosures relate, applies equally to a disclosure which qualifies for protection under Part 9.4AAA of the Act.

Former officers and employees of the Group and certain of their relatives (including their spouse, parent, child, brother or sister) are eligible whistleblowers who may make a protected disclosure under this Policy or the Act.

Aside from making a disclosure under this Policy, individuals are free to make a protected disclosure at any time directly to an external party, such as ASIC, APRA and the Australian Federal Police, as provided for in Part 9.4AAA of the Act or under any other law.

The law also protects certain disclosures made in emergency and public interest situations, in which case disclosures can be made to additional recipients. Such disclosures are subject to certain conditions. Please

contact the Group's Protected Disclosure Officers if you would like more information about emergency and public interest disclosures.

PROTECTED DISCLOSURES UNDER TAX ADMINISTRATION ACT 1953 (CTH)

The *Taxation Administration Act 1953* (Cth) also gives special protection to disclosures about breaches of any Australian tax law, provided certain conditions are met – refer to Annexure B for further details.

ACCESS TO THIS POLICY

This Policy will be made available in the Corporate Governance section of the Group's website or a copy may be obtained from a Protected Disclosure Officer.

TRAINING

The Company will provide training to employees in respect of their rights and obligations under this Policy and will provide training to managers and others who may receive disclosures made under this Policy on how to handle those disclosures.

BREACH OF THIS POLICY

A breach of this Policy may be regarded as misconduct which may lead to disciplinary action (including termination of employment).

Any breach of confidentiality of information provided by a whistleblower, including their identity, and any retaliation (or threatened retaliation) against a whistleblower will be taken seriously and if appropriate will be investigated separately.

An individual may be exposed to criminal or civil liability for a breach of relevant legislation.

REVIEW

This Policy and related procedures shall be reviewed periodically by the Audit & Risk Committee to ensure that whistleblower reports are being appropriately recorded, investigated and responded to and to consider whether any changes are required to the Policy or procedures.

Annexure A

1317AA Disclosures qualifying for protection under this Part

Disclosure to ASIC, APRA or prescribed body

- (1) A disclosure of information by an individual (the **discloser**) qualifies for protection under this Part if:
- (a) the discloser is an eligible whistleblower in relation to a regulated entity; and
 - (b) the disclosure is made to any of the following:
 - (i) ASIC;
 - (ii) APRA;
 - (iii) a Commonwealth authority prescribed for the purposes of this subparagraph in relation to the regulated entity; and
 - (c) subsection (4) or (5) applies to the disclosure.

Note: Section 1317AAD (public interest disclosure and emergency disclosure) and paragraph 1317AB(1)(c) (protection from self-incrimination etc.) may apply to a disclosure covered by this subsection.

Disclosure to eligible recipients

- (2) A disclosure of information by an individual (the **discloser**) qualifies for protection under this Part if:
- (a) the discloser is an eligible whistleblower in relation to a regulated entity; and
 - (b) the disclosure is made to an eligible recipient in relation to the regulated entity; and
 - (c) subsection (4) or (5) applies to the disclosure.

Disclosure to legal practitioner

- (3) A disclosure of information by an individual qualifies for protection under this Part if the disclosure is made to a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of this Part.

Disclosable matters

- (4) This subsection applies to a disclosure of information if the discloser has reasonable grounds to suspect that the information concerns misconduct, or an improper state of affairs or circumstances, in relation to:
- (a) the regulated entity; or
 - (b) if the regulated entity is a body corporate—a related body corporate of the regulated entity.
- (5) Without limiting subsection (4), this subsection applies to a disclosure of information if the discloser has reasonable grounds to suspect that the information indicates that any of the following:
- (a) the regulated entity, or an officer or employee of the regulated entity;
 - (b) if the regulated entity is a body corporate—a related body corporate of the regulated entity, or an officer or employee of a related body corporate of the regulated entity; has engaged in conduct that:
 - (c) constitutes an offence against, or a contravention of, a provision of any of the following:
 - (i) this Act;

- (ii) the ASIC Act;
- (iii) the *Banking Act 1959*;
- (iv) the *Financial Sector (Collection of Data) Act 2001*;
- (v) the *Insurance Act 1973*;
- (vi) the *Life Insurance Act 1995*;
- (vii) the *National Consumer Credit Protection Act 2009*;
- (viii) the *Superannuation Industry (Supervision) Act 1993*;
- (ix) an instrument made under an Act referred to in any of subparagraphs (i) to (viii); or
- (d) constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more; or
- (e) represents a danger to the public or the financial system; or
- (f) is prescribed by the regulations for the purposes of this paragraph.

Note: There is no requirement for a discloser to identify himself or herself in order for a disclosure to qualify for protection under this Part.

Personal work-related grievances

Legal protection for disclosures about solely personal employment related matters is only available under the law in limited circumstances. A disclosure of a personal work-related grievance will remain protected if, in summary:

- it concerns detriment to you because you have or may be considering making a report; or
- it is made to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of the law about whistleblowers.

Under the law, a grievance is **not** a 'personal work-related grievance' if it:

- has significant implications for an entity regulated under the law that do not relate to the discloser;
- concerns conduct, or alleged conduct, in contravention of specified corporate and financial services laws, or that constitutes an offence punishable by 12 months or more imprisonment under any other Commonwealth laws;
- concerns conduct that represents a danger to the public or financial system; or
- concerns conduct prescribed by the regulations.

Annexure B

Tax-related disclosable matters	Recipients for any tax-related disclosable matters
Information about misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of the Group, which the employee considers may assist the recipient to perform functions or duties in relation to the tax affairs of the Group.	<ul style="list-style-type: none">• A person authorised by the Group to receive reports of tax related disclosable matters• An auditor, or a member of an audit team conducting an audit, of the Group• A registered tax agent or BAS agent who provides tax services or BAS services to the Group• A director, secretary or senior manager of the Group• A team member or officer of the Group who has functions or duties that relate to the tax affairs of the Group• A legal practitioner for the purpose of obtaining legal advice or legal representation
Further tax-related information	Recipients for any further tax-related information
Information that may assist the Commissioner of Taxation to perform his or her functions or duties under the taxation law in relation to the Group	<ul style="list-style-type: none">• Commissioner of Taxation• A legal practitioner for the purpose of obtaining legal advice or legal representation