

1. INTRODUCTION

1.1 Definitions

Company means Credit Clear Limited (ABN 48 604 797 033) and its incorporated entities.

Personnel/People means:

- (a) a full time or part time employee of a Group Company (including a Director employed in an executive capacity);
- (b) a non-executive Director of a Group Company;
- (c) a Casual Employee;
- (d) a Contractor; or
- (e) any other person who the CEO or the Board reasonably determines has a relationship with the Company such that they should be covered by this Whistleblower Policy.

1.2 Purpose

Credit Clear Limited (Company) 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 good corporate governance.

The purpose of this Policy is to:

- (a) encourage more disclosures of wrongdoing;
- (b) help deter wrongdoing, in line with the Company's risk management and governance framework;
- (c) ensure individuals who disclose wrongdoing can do so safely, securely and with confidence that they will be protected and supported;
- (d) ensure disclosures are dealt with appropriately and on a timely basis;
- (e) provide transparency around the Company's framework for receiving, handling and investigating disclosures;
- (f) support the Company's values, code of conduct and/or ethics policy;
- (g) support the Company's long-term sustainability and reputation;
- (h) meet the Company's legal and regulatory obligations; and
- (i) align with the ASX Corporate Governance Principles and Recommendations (which apply to listed companies) and relevant standards.

This policy will be made available via the Company's website.

1.3 Scope

Under this Policy:

- (a) you are encouraged to 'speak up' about disclosable matters, whether openly or anonymously, fully or partially, within or outside business hours to an Eligible Recipient;

- (b) if you make a report about a disclosable matter to an Eligible Recipient under this Policy, you will qualify for protection as a whistleblower under the *Corporations Act 2001* (Cth) (**Corporations Act**) and will be afforded the protections described in this Policy; and
- (c) reports made by you in relation to disclosable matters, where the Company is able to, will be handled and investigated as described in this Policy.

You should report a disclosable matter under this Policy if you:

- (a) have previously reported a disclosable matter and you are not satisfied with the response to your report; or
- (b) feel unable to raise the disclosable matter with your manager, either because your manager is the subject of your disclosure or because you have another reason to believe that your manager is unlikely to deal with the disclosure properly.

2. POLICY APPLICATION

This policy applies to each of the persons described in paragraph (a) of Annex 1 and Annex 2 (each, an **Eligible Whistleblower**), which (among other categories of persons) includes all current and former directors and employees of the Company.

3. POLICY

3.1 Reportable Conduct

You may make a disclosure under this Policy if you have reasonable grounds to suspect that there has been any misconduct or have information about an improper state of affairs relating to the Company, an officer or employee of the Company, a related company or an officer or employee of the related company (a **Disclosable Matter**). This includes, but is not limited to, conduct which:

- (a) is dishonest, fraudulent or corrupt (such as fraud, money laundering, misappropriation of funds or bribery);
- (b) is illegal (such as theft, drug sale or use, violence, harassment or intimidation, criminal damage to property or other breaches of state or federal law);
- (c) fails to comply with, or breaches, legal or regulatory requirements;
- (d) represents a significant breach of the terms of any contract to which the Company is a party;
- (e) is misleading or deceptive conduct of any kind, including contact or representations which amount to improper or misleading accounting or financial reporting practices;
- (f) involves harassment, discrimination, victimisation or bullying, other than personal work-related grievances as defined in the Corporations Act;
- (g) is detrimental to a person who has made a disclosure or is believed or suspected to have made or be planning to make a disclosure; or
- (h) is a danger to the public, public safety or the financial system.

Annex 1 describes special protections for whistleblowers who disclose information concerning a Disclosable Matter under the Corporations Act. Disclosures solely about personal work-related grievances are not covered by this Policy. **Annex 2** describes special protections for whistleblowers who disclose information about a breach of any tax law or concerning misconduct or an improper state of affairs or circumstances in relation to the Company or a related body corporate under the *Taxation Administration Act 1953* (Cth) (**Taxation Act**).

3.2 False Reporting

A false report of a Disclosable Matter could have significant effects on the Company's reputation and the reputations of other staff members and could also cause a considerable waste of time and resources. Deliberate false reports involve a discloser reporting information they know to be untrue. It does not include situations where you have reasonable grounds to suspect misconduct or an improper state of affairs, but your suspicions are later determined to be unfounded.

Any deliberately false reporting of a Disclosable Matter, whether under this Policy or otherwise, will be treated as a serious disciplinary matter. You will also not be protected under this Policy or the Corporations Act or Taxation Act if you make a false report which may have consequences under your employment or other contract with the Company or laws and regulations that apply to you.

3.3 Who can I disclose to?

Disclosures of Disclosable Matters that are *directly* reported to any one of the persons or classes of persons described below (each, an **Eligible Recipient**) qualify for protection under the Corporations Act. You may also seek additional information about making a disclosure from an Eligible Recipient before formally making a report.

Each of the following is an Eligible Recipient in relation to a regulated entity that is a body corporate:

- (a) an officer and/or senior manager of the body corporate or a related body corporate;
- (b) an auditor, or member of an audit team conducting an audit, of the body corporate or a related body corporate;
- (c) an actuary of the body corporate or a related body corporate;
- (d) the Australian Securities and Investments Commission (**ASIC**);
- (e) the Australian Prudential Regulation Authority (**APRA**);
- (f) the Australian Taxation Office (**ATO**);
- (g) a legal practitioner; or
- (h) any persons authorised by the company to receive disclosures that may qualify for protection.

Disclosures can be made anonymously and still attract protection. You may choose to remain anonymous throughout the entire investigation process.

4. THE COMPANY'S INVESTIGATION OF REPORTABLE CONDUCT

The Company will investigate all matters reported under this Policy as soon as practicable after the matter has been reported. While the process adopted may vary depending on the nature of the disclosure received, the key steps the Company will take in investigating any disclosure received will be as follows:

- (a) Upon receipt of the disclosure, the Company will:
 - (i) aim to contact you within five (5) business days to acknowledge receipt and check on your wellbeing (if you have provided your name/contact details);
 - (ii) engage with you to put in place appropriate measures to support and protect you;
 - (iii) conduct preliminary inquiries to determine whether an investigation is possible and appropriate; and

- (iv) appoint an internal or external investigator with the right experience, background, capability and independence to investigate your disclosure.
- (b) During the investigation, the Company will:
 - (i) ensure the investigation is conducted in a timely, fair and objective manner;
 - (ii) ensure your identity, or any information that would likely lead to your identification, is not disclosed without your consent;
 - (iii) aim to provide you with regular updates on the progress of the investigation (such as when the investigation has begun, is in progress and has been finalised);
 - (iv) ensure appropriate action and proportionate action is taken to address any issues identified; and
 - (v) not tolerate any person interfering, intervening or seeking to influence the conduct and/or process of the investigation including any attempt to intimidate an investigator appointed by the Company.
- (c) Once the investigation is complete, the Company will:
 - (i) attempt to contact you to inform you of the outcome (due to confidentiality reasons and the need to protect the interests of all parties to the investigation, information provided to you about an outcome may be limited. Prior to closing the investigation, the Company will ensure that any reprisal concerns have been addressed); and
 - (ii) document and report its findings to those responsible for the oversight of this Policy.

In the case of anonymous disclosures, the Company;

- (a) may not be able to undertake an investigation if it is not able to contact the discloser; however
- (b) may investigate a disclosure by asking the discloser for consent to a limited disclosure; or
- (c) investigate a disclosure by conducting a broad review on the subject matter or the work area disclosed, even if it cannot get in contact with the discloser, if the discloser has provided sufficient information to the Company and the Company removes information that is likely to lead to the identification of the discloser.

The Company has discretion to determine that a discloser will not be dealt with under this Policy, provided that the disclosure does not fall within the scope of the Corporations Act.

5. SUPPORT AND PRACTICAL PROTECTION FOR DISCLOSERS

5.1 Identity Protection (Confidentiality)

The Company is obligated and committed to protecting your confidentiality in making a disclosure. Subject to limited exceptions, it is illegal for a person to identify an Eligible Whistleblower or disclose information that is likely to lead to the identification of the Eligible Whistleblower. A contravention of this requirement may lead to disciplinary action, including termination of employment, as well as imprisonment and/or fines.

The Company will not disclose your identity or information that is likely to lead to you being identified unless:

- (a) you consent;
- (b) the concern is reported to ASIC or APRA; or

- (c) the concern is raised with a lawyer for the purpose of obtaining legal advice or representation.

The information contained in your disclosure will only be disclosed without your consent if it does not include your identity and is reasonably necessary for investigating the issues raised in the disclosure. The Company will take all reasonable steps to reduce the risk that you will be identified from the information.

5.2 Information Protection

To protect your identity in making a disclosure, the Company will:

- (a) redact all personal information or reference to you in the disclosure;
- (b) refer to you in a gender-neutral context in reporting the disclosure;
- (c) contact you where possible to help identify certain aspects of the disclosure that could inadvertently identify you;
- (d) ensure that disclosures are handled and investigated by qualified staff;
- (e) store all paper and electronic documents and materials relating to disclosures securely;
- (f) limit access to information relating to the disclosure to those persons directly involved in managing and investigating the disclosure;
- (g) restrict the number of people who are directly involved in handling and investigating a disclosure that are aware of your identity;
- (h) ensure that communications and documents relating to the investigation of a disclosure will not be sent to an email address or to a printer that can be accessed by other staff; and
- (i) remind each person who is involved in handling and investigating a disclosure of the confidentiality requirements, including that an unauthorised disclosure of a discloser's identity (including by disclosure of information which would assist a person in identifying a whistleblower's identity) may be a criminal offence.

5.3 Protection from Detrimental Acts or Omissions

The Company is committed to ensuring that you are protected from detriment in making a disclosure. Upon the making of a disclosure, the Company will:

- (a) make an assessment of the risk of detriment against you and other persons as soon as possible after receiving a disclosure;
- (b) make support services available to you; and
- (c) make any modifications to your role that the Company deems necessary to protect you from risk of detriment – ie performing duties from another location or reassignment to another role.

If you are subjected to detrimental treatment as a result of making a report or have been subject to threatening behaviour to discourage you making a report under this Policy you should raise it in accordance with the process outlined above for making a disclosure.

5.4 Handling and Fair Treatment

The Company will take the following steps to ensure the fair treatment of you and other employees mentioned in a disclosure:

- (a) disclosures will be handled confidentially when it is practical and appropriate in the circumstances;
- (b) each disclosure will be assessed and may be the subject of an investigation;
- (c) the objective of an investigation will be to determine whether there is enough evidence to substantiate or refute the matter reported;
- (d) when an investigation needs to be undertaken, the process will be objective, fair and independent;
- (e) an employee who is the subject of a disclosure will be advised about the subject matter of the disclosure as and when required by principles of natural justice and procedural fairness and prior to any actions being taken; and
- (f) an employee who is the subject of a disclosure may contact our support services.

The Company may determine the most appropriate time to inform the individual who is the subject of a disclosure about the investigation, provided that they inform the individual before making any adverse finding against them. In some circumstances, informing the individual at an early stage of an investigation may compromise the effectiveness of the investigation, such as when there may be concerns that the individual may destroy information or the disclosure needs to be referred to ASIC, APRA, the ATO or the Australian Federal Police (**AFP**).

Questions

Any questions related to the contents of this policy or requests to obtain additional information before making a disclosure should be directed to the Company Secretary.

Any employee who detects or has reasonable grounds for suspecting wrongdoing is encouraged to raise any concerns with an Eligible Recipient through normal reporting channels (ie in person or via phone, email or postal mail). A disclosure of information can be made within the Company by contacting a Whistleblower Protection Officer.

Policy history:

Date	Action	Description
19/08/20	Approval	Initially adopted by the Board
26/08/21	Update	Contact information updated by CRO
08/11/21	Approval	Approved by the Board
16/11/22	Approval	Approved by the Board

ANNEX 1**PROTECTIONS UNDER THE CORPORATIONS ACT**

1. The Corporations Act provides protection to disclosers of any misconduct or improper state of affairs relating to the Company only if the following conditions are satisfied:
 - (a) the discloser is or has been:
 - (i) an officer or employee of the Company;
 - (ii) an individual who supplies goods or services to the Company or an employee of a person who supplies goods or services to the Company (whether paid or unpaid);
 - (iii) an individual who is an associate of the Company; or
 - (iv) a relative, or any individual referred to at (i) to (iii) above;
 - (b) the disclosure is made to:
 - (i) an officer or senior manager of the Company;
 - (ii) the Company's external auditor;
 - (iii) an actuary of the Company;
 - (iv) ASIC;
 - (v) APRA;
 - (vi) a legal practitioner for the purpose of obtaining legal representation in relation to the operation of the whistleblower provisions in the Corporations Act; or
 - (vii) a person authorised by the Company to receive disclosures that may qualify for protection under the Corporations Act; and
 - (c) the discloser has reasonable grounds to suspect that the information being disclosed concerns misconduct, an improper state of affairs or circumstances in relation to the Company or a related body corporate of the Company.

Disclosers can still qualify for protection where they turn out to be incorrect.

2. Personal Work-Related Grievances

A 'Personal Work-Related Grievance' is a grievance about any matter in relation to the discloser's employment, or former employment, having (or tending to have) implications for the discloser personally.

Disclosures that relate solely to Personal Work-Related Grievances do not qualify for protection under the Corporations Act and therefore do not qualify as a Disclosable Matter. Instead, you may have rights and protections under employment or contract law.

Examples of grievances that may be Personal Work-Related Grievances include:

- (a) an interpersonal conflict between the discloser and another employee;
- (b) a decision relating to the engagement, transfer or promotion of the discloser;
- (c) a decision relating to the terms and conditions of engagement of the discloser; and

- (d) a decision to suspend or terminate the engagement of the discloser, or otherwise to discipline the discloser.

A Personal Work-Related Grievance may still qualify for protection if:

- (a) it includes information about a Disclosure Matter that is accompanied by a Personal Work-Related Grievance;
- (b) the Company has breached any law punishable by imprisonment for a period of 12 months or more, engaged in conduct that represents a danger to the public or the financial system, or the disclosure relates to information that suggests misconduct beyond the discloser's personal circumstances;
- (c) the discloser suffers from or is threatened with detriment for making a disclosure; or
- (d) the discloser seeks legal advice or legal representation about the operation of the whistleblower protections under the Corporations Act.

3. Public Interest Disclosures and Emergency Disclosures

In addition to the persons described above, a 'Public Interest Disclosure' and an "Emergency Disclosure" may be made to a journalist or parliamentarian in the circumstances set out in the Corporations Act.

To qualify for protection, it is essential that you consider whether you understand the additional criteria that apply to these methods of disclosure as prescribed by s1317AAD of the Corporations Act. In particular, prior to making an 'Emergency Disclosure' or a 'Public Interest Disclosure', you will need to have made a disclosure of the information to ASIC or APRA and you must provide written notice to the body to which the previous disclosure was made that you intend to make an "emergency disclosure" or a 'public interest disclosure'.

In the case of a 'Public Interest Disclosures':

- (a) 90 days must have passed since the previous disclosure;
- (b) the discloser must not have reasonable grounds to believe that action is being, or has been, taken to address the matters to which the previous disclosure related; and
- (c) the discloser must have reasonable grounds to believe that making a further disclosure of the information would be in the public interest.

In the case of an 'emergency disclosure':

- (a) the disclosure must have reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety or one or more persons or to the natural environment; and
- (b) the discloser must give the body to which the previous disclosure was made a written notification that:
- (c) includes sufficient information to identify the previous disclosure; and
- (d) states that the discloser intends to make an emergency disclosure.

The protections given by the Corporations Act when these conditions are met are that:

- (a) the whistleblower is immune from any civil, criminal or administrative legal action (including disciplinary action) for making the disclosure;

- (b) in some circumstances, the reported information is not admissible against the whistleblower in criminal proceedings or in proceedings for the imposition of a penalty;
- (c) anyone who causes or threatens to cause detriment to a whistleblower or another person in the belief or suspicion that a report has been made, or may have been made, proposes to or could be made, may be guilty of an offence and may be liable for damages;
- (d) a whistleblower's identity cannot be disclosed to a Court or tribunal except where considered necessary; and
- (e) the person receiving the report commits an offence if he or she discloses the substance of the report or the whistleblower's identity, without the whistleblower's consent, to anyone except ASIC, APRA, the AFP or a lawyer for the purpose of obtaining legal advice or representation in relation to the report.

If a report is made, the identity of the discloser must be kept confidential unless:

- (i) the discloser consents to the disclosure of his or her identity;
- (j) disclosure of details that might reveal the discloser's identity is reasonably necessary for the effective investigation of the matter;
- (k) the concern is reported to ASIC, APRA or the AFP; or
- (l) the concern is raised with a lawyer for the purpose of obtaining legal advice or representation.

A discloser can seek compensation and other remedies through the courts if he or she suffers loss, damage or injury because of a disclosure and the Company failed to take reasonable precautions and exercise due diligence to prevent the detrimental conduct. It is important to note that it is your responsibility to bring any such action for compensation and the Company encourages you to seek independent legal advice.

ANNEX 2

PROTECTIONS UNDER THE TAXATION ACT

1. The Taxation Act provides protection to disclosures of a breach of any Australian tax law by the Company or misconduct in relation to the Company's tax affairs if the following conditions are satisfied:
 - (a) the whistleblower is or has been:
 - (i) an officer or employee of the Company;
 - (ii) an individual who supplies goods or services to the Company or an employee or person who supplies goods or services to the Company (whether paid or unpaid);
 - (iii) an individual who is an associate of the Company; or
 - (iv) a spouse, child, dependant or dependant of the spouse of any individual referred to at (i) to (iii) above;
 - (b) the report is made to:
 - (i) an appointed disclosure officer;
 - (ii) a director, secretary or senior manager of the Company;
 - (iii) an external auditor or the Company;
 - (iv) a registered tax agent or BAS agent who provides tax or BAS services to the Company;
 - (v) any other employee or officer of the Company who has functions or duties relating to tax affairs of the Company (eg an internal accountant);
 - (vi) the Commissioner of Taxation; or
 - (vii) a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions of the Taxation Act;(each a **Recipient**);
 - (c) if the report is made to a Recipient, the whistleblower:
 - (i) has reasonable grounds to suspect that the information indicates misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of the Company or an associate of the Company; and
 - (ii) must consider that the information may assist the Recipient to perform functions or duties in relation to the tax affairs of the Company or an associate of the Company; and
 - (d) if the report is made to the Commissioner of Taxation, the whistleblower considers that the information may assist the Commissioner of Taxation to perform his or her functions or duties in relation to the tax affairs of the Company or an associate of the Company.
2. The protections given by the Taxation Act when these conditions are met are that:
 - (a) the whistleblower is immune from any civil, criminal or administrative legal action (including disciplinary action) for making the disclosure;
 - (b) no contractual or other remedies may be enforced, and no contractual or other right may be exercised, against the whistleblower for making the report;

- (c) where the disclosure was made to the Commissioner of Taxation, the reported information is not admissible against the whistleblower in criminal proceedings or in proceedings for the imposition of a penalty, except where the proceedings are concerned with whether the information is false;
- (d) unless the whistleblower has acted unreasonably, a whistleblower cannot be ordered to pay costs in any legal proceedings in relation to a report;
- (e) anyone who causes or threatens to cause detriment to a whistleblower or another person in the belief or suspicion that a report has been made, or may have been made, proposes to or could be made, may be guilty of an offence and liable to pay damages;
- (f) a whistleblower's identity cannot be disclosed to a Court or tribunal except where considered necessary; and
- (g) the person receiving the report commits an offence if he or she discloses the substance of the report or the whistleblower's identity, without the whistleblower's consent, to anyone except the Commissioner of Taxation, the AFP or a lawyer for the purpose of obtaining legal advice or representation in relation to the report.

3. Confidentiality

If a report is made, the identity of the discloser will be kept confidential unless one of the following exceptions applies:

- (a) the discloser consents to the disclosure of his or her identity;
- (b) disclosure of details that might reveal his or her identity is reasonably necessary for the effective investigation of the allegations;
- (c) the concern is reported to the Commissioner of Taxation or the AFP; or
- (d) the concern is raised with a lawyer for the purpose of obtaining legal advice or representation.