

# WHISTLEBLOWER POLICY.

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The purpose of this policy is to ensure individuals who disclose wrongdoing can do so safely, securely and with knowledge of our framework for receiving and investigating disclosures. A disclosure will be protected under the *Corporations Act 2001* (**Protected Disclosure**) if it is made by an **Eligible Whistleblower** and discloses a **Disclosable Matter** to one of the persons listed at Section 4 below.

This policy applies to the board of directors of Bell Financial Group Ltd (**Company**) and to all officers, employees and contractors of the Company and its related bodies corporate (**Group**), as well as to any other individuals who are Eligible Whistleblowers.

## 1 Who can make a disclosure?

A person is an **Eligible Whistleblower** if they are, or have been, in relation to the Group:

- (a) an officer or employee,
- (b) a supplier of services or goods including their employees;
- (c) an associate, or
- (d) a relative, dependant or spouse of an individual in paragraphs (a) to (c) above.

## 2 What is a Disclosable Matter?

A **Disclosable Matter** is information that the Eligible Whistleblower has reasonable grounds to suspect concerns misconduct, or an improper state of affairs or circumstances, in relation to the Group.

A Disclosable Matter also includes information that the Eligible Whistleblower has reasonable grounds to suspect indicates that the Group (including its employees or officers) has engaged in conduct that:

- (a) is an offence against or contravention of the *Corporations Act 2001*, *Australian Securities and Investments Commission Act 2001*, *Banking Act 1959*, *Financial Sector (Collection of Data) Act 2001*, *Insurance Act 1973*, *Life Insurance Act 1995*, *National Consumer Credit Protection Act 2009*, *Superannuation Industry (Supervision) Act 1993* or any instrument made under any of those Acts;
- (b) is an offence of any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more; or
- (c) represents a danger to the public or to the financial system.

A disclosure does not have to involve a contravention of a particular law. Information that indicates a significant risk to 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.

Examples of Disclosable Matters include:

- illegal conduct, such as theft, use of illicit drugs, violence or criminal damage against property;
- fraud, money laundering or misappropriation of funds;
- offering or accepting a bribe;
- financial irregularities;
- failure to comply with, or breach of, legal or regulatory requirements;
- engaging in or threatening to engage in conduct against a person who has made a disclosure or is believed or suspected to have made, or be planning to make, a disclosure.

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## 3 What is not a Disclosable Matter?

Disclosures that are not about Disclosable Matters are not protected by the Corporations Act or this policy. Disclosable Matters do not include personal work-place grievances. The following are examples of grievances that fall outside this policy:

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

## 4 Who must you disclose to?

In the first instance, an Eligible Whistleblower should make the disclosure to an Eligible Recipient who is a senior manager of the Group, the Head of Compliance or the Head of Internal Audit and Risk. This allows us to identify and address any wrongdoing as early as possible.

An Eligible Whistleblower may also make a disclosure directly to ASIC, ATO or any other Commonwealth body prescribed by regulation for that purpose, or to a legal practitioner for the purposes of obtaining legal advice or representation in relation to the whistleblower provisions of the *Corporations Act 2001*.

In certain circumstances an Eligible Whistleblower can also make a 'public interest disclosure' or an 'emergency disclosure' to a journalist or a member of parliament. The *Corporations Act 2001* sets out specific conditions that must be met before a 'public interest disclosure' or an 'emergency disclosure' can be made.

## 5 How to disclose

A Disclosable Matter can be disclosed in person, by email or by telephone. Disclosures to a regulator can be made in writing or online. All information will be treated confidentially and sensitively. It is illegal for us to reveal an Eligible Whistleblower's identity (or information likely to identify them) unless they consent or it is otherwise allowed or required by law. Steps will be taken to protect an Eligible Whistleblower's identity such as redacting their personal information and ensuring all information relating to the disclosure and investigation is stored securely.

Disclosure can be made anonymously (e.g. under a pseudonym or anonymised email address) and still be protected under the *Corporations Act 2001*. An Eligible Whistleblower can remain anonymous while making a disclosure, over the course of the investigation, and after the investigation is finalised.

## 6 Investigating a disclosure

Investigations will follow a fair process, be conducted in a timely and efficient manner and be independent of the Eligible Whistleblower and the persons about whom the disclosure has been made. Investigations will following these key steps:

1. The Head of Compliance will assess the disclosure and determine whether and how to investigate (depending on the nature of the disclosure);
2. If appropriate, the Head of Compliance will conduct an investigation into the disclosure. The Eligible Whistleblower will be provided with regular updates regarding the investigation if that person can be contacted. We may need to inform the subjects of the disclosure that a disclosure has been made about them to afford them the opportunity to respond.
3. Once the investigation concludes, the findings will be documented and reported to the board, a regulator or law enforcement as appropriate (while maintaining the confidentiality of the Eligible Whistleblower). Findings may be shared with the Eligible Whistleblower (subject to privacy or legal restrictions).

# WHISTLEBLOWER POLICY.

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If you are approached by the Head of Compliance as part of a whistleblowing investigation you will be required to provide assistance, as required, in a confidential and timely manner.

## 7 Protected disclosures

A disclosure will be protected under the Corporations Act (a **Protected Disclosure**) if it discloses a Disclosable Matter and is made by an Eligible Whistleblower to one of the persons listed at Section 4 above. A disclosure made outside of these conditions will still be treated seriously, however the disclosure will not qualify for protection under the Corporations Act.

Protections offered under the Corporations Act include:

- (a) protection of your identity (confidentiality);
- (b) protection from detrimental acts or omissions;
- (c) the right to compensation and other remedies; and
- (d) protection from civil, criminal and administrative liability.

The Group will take all reasonable steps to protect an Eligible Whistleblower and those people involved in an investigation, and to ensure the fair treatment of persons mentioned in a disclosure. These protections will also extend to a person who makes a disclosure that turns out to be incorrect, provided that the disclosure is made in good faith.

The Group will not tolerate detrimental conduct against anyone who makes a disclosure in good faith. Detrimental conduct includes termination of employment, harassment or intimidation, harm or injury or any other conduct the Group deems detrimental or retaliatory. A discloser can report detrimental conduct to an Eligible Recipient. Any report will be investigated and action will be taken as necessary. Any employee or associated person found to have instigated detrimental conduct against a discloser may face disciplinary action.

## 8 Disclosures relating to tax affairs

The *Tax Administration Act 1953* provides protection for disclosures of Disclosable Matters relating to the tax affairs of an entity or an associate of the entity and made to the Commissioner of Taxation or a person specified in Section 4 above. The protections available to an Eligible Whistleblower making a disclosure relating to tax affairs are the same as those outlined in Section 7.

## 9 Review and publication of this policy

The Company Secretary will review this policy from time to time and report to the board any recommended changes. This policy may be amended by resolution of the board. This policy is available on the Group's intranet and external website.

## 10 More information

Any questions should be directed to the Whistleblower Protection Officer, who is the Group's Head of Compliance, Brendan Goff at +612 9255 8126 or [bgoff@bellpotter.com.au](mailto:bgoff@bellpotter.com.au). More information about whistleblowing can also be found on the ASIC and ATO websites.