

Whistleblower Policy

Purpose

Jumbo Interactive Limited and its subsidiaries (**Jumbo**) aim to facilitate the disclosure of misconduct or an improper state of affairs, and encourages a culture of acting lawfully, ethically and responsibly in its behaviour and business practices. This policy is extremely important because it has been designed to protect individuals who report conduct which they reasonably believe to be corrupt, illegal, or unethical on a confidential basis, without fear of victimisation, reprisal, dismissal, or discriminatory treatment. If a person is aware of wrongdoing, they are encouraged to speak up.

Jumbo's Core Values are the guiding principles that underpin our vision, culture and overall philosophy. Essentially, our Core Values help to define our ways of working, what we care about, what we promise our employees, and how we set our priorities. Our Core Values are that we:

- are open and respectful
- are adaptable
- take ownership
- create possibilities; and
- exist for our customers.

This Policy sets out:

- how this Policy will be made available to officers and employees of Jumbo;
- information about the protections available to whistleblowers;
- how disclosures that qualify for protection may be made and to whom;
- how Jumbo will support whistleblowers and protect them from detriment;
- how Jumbo will investigate disclosures that qualify for protection; and
- how Jumbo will ensure employees related to or mentioned in a disclosure that qualifies for protection will be treated fairly.

Nothing in this Policy is intended to alter the protections which may be available at law.

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Application

This Policy applies to Jumbo's current and former:

- officers (directors and company secretaries of any Jumbo entity);
- employees;
- suppliers of services or goods, and their employees (paid or unpaid); and
- associates,

and their relatives, spouse, and dependants (each an **Eligible Whistleblower**).

Accessibility of policy

This Policy is to be made available on Jumbo's external website for people outside Jumbo to access, and Jumbo's intranet for employees and officers to access.

It will be communicated to all officers and employees annually through ongoing education and training for employees, and those who may be Eligible Recipients.

A written copy of the Policy will also be made available upon request.

Disclosures protected under the *Corporations Act 2001* (Cth)

What can be disclosed?

An Eligible Whistleblower may make a disclosure of information when they have reasonable grounds to suspect that the information concerns misconduct or an improper state of affairs, or circumstances, in relation to Jumbo (**Disclosable Matters**). For example, the information may indicate that Jumbo, or an officer or employee of Jumbo have engaged in conduct that:

- constitutes an offence against, or a contravention of, a provision of the *Corporations Act 2001* (Cth) (**Corporations Act**) or legislation listed in section 1317AA of the Corporations Act. For example, dishonest, fraudulent or corrupt activity, or illegal activity (ie theft);
- constitutes an offence against other laws of the Commonwealth that are punishable by imprisonment for a period of 12 months or more;
- represents a danger to the public or financial system; or
- as otherwise prescribed by the law.

Disclosable Matters may include conduct that may not involve a contravention of a particular law. For example, information which indicates a significant risk to public safety or the stability of, or confidence in, the financial system, even if it does not involve a particular law being contravened.

Disclosures that are not about Disclosable Matters do not qualify for protection under the Corporations Act, however they may be protected under other legislation.

Making a disclosure under this policy is a serious matter, and Jumbo discourages deliberate false reporting.

Personal work-related grievances

A Disclosable Matter generally does not include personal work-related grievances that do not concern victimisation (which involves detriment caused to, or a threat made to, a discloser).

Personal work-related grievances are grievances that:

- a) relate to a person's current or former employment, and have (or tend to have) implications for the discloser personally;
- b) do not have significant implications for Jumbo; and
- c) do not concern conduct, or alleged conduct, referred to as a Disclosable Matter above.

For example, a decision relating to the engagement or promotion of an employee, or interpersonal conflict between the discloser and another employee, may be considered a personal work-related grievance.

A Disclosure relating to personal work-related grievances may qualify for protection under the Corporations Act if:

- a) it includes information about misconduct, or information about misconduct which includes or is accompanied by a personal work-related grievance (ie a mixed report);
- b) Jumbo has breached employment or other laws punishable by imprisonment for a period of 12 months or more, engaged in conduct that represents danger to the public, or the disclosure relates to information that suggests misconduct beyond the Eligible Whistleblower's personal circumstances;
- c) the Eligible Whistleblower suffers from or is threatened with detriment for making a disclosure; or
- d) the Eligible Whistleblower seeks legal advice or legal representation about the operation of the whistleblower protections under the Corporations Act.

If you would like to raise a grievance that is not covered by this Policy, please refer to Jumbo's Grievance Procedure.

Who can receive a disclosure?

An Eligible Whistleblower may disclose information of a Disclosable Matter either:

- a) internally – to any of the following persons within Jumbo:
 - 1) Chair of the Audit and Risk Management Committee
 - 2) Chair of the People and Culture Committee; and

3) BDO Secure – Jumbo’s external Disclosure Officer,

(collectively, **Eligible Recipient**); or

b) externally – to any of the following:

- 1) Australian Securities and Investments Commission (**ASIC**);
- 2) Australian Prudential Regulation Authority (**APRA**);
- 3) a Commonwealth authority prescribed by law; or
- 4) a legal practitioner for the purpose of obtaining legal advice or legal representation, even if the legal practitioner concludes that the disclosure is not in relation to a Disclosable Matter,

(collectively, **External Recipient**).

A ‘Public Interest Disclosure’ or ‘Emergency Disclosure’ (as defined by the Corporations Act) may be made to a Journalist or a Parliamentarian in certain circumstances, including a disclosure having previously been made to Jumbo.

It is important for an Eligible Whistleblower to understand the criteria for making a Public Interest Disclosure or Emergency Disclosure. These types of disclosures must have previously been made to ASIC, APRA or a prescribed body and written notice provided to the body to which the disclosure was made. In the case of a Public Interest Disclosure, at least 90 days must have passed since the previous disclosure. An Eligible Whistleblower should contact an independent legal advisor before making a Public Interest Disclosure or an Emergency Disclosure.

Jumbo strongly encourages Eligible Whistleblowers to make disclosures to an Eligible Recipient (an internal disclosure) in the first instance.

Protected disclosures

If an Eligible Whistleblower makes a disclosure of information relating to a Disclosable Matter to an Eligible Recipient or External Recipient, the person may qualify for protection under the Corporations Act (**Protected Disclosure**).

An Eligible Whistleblower may still qualify for protection even if the Protected Disclosure turns out to be incorrect.

Eligible Whistleblowers may receive protection under Part IVD of the *Taxation Administration Act 1953* (Cth) (**Taxation Act**) for disclosures relating to information which may assist the Commissioner of Taxation perform its duties under taxation law, or if they have reasonable grounds to suspect that the information indicates misconduct, or an improper state of affairs (or circumstances) in relation to Jumbo’s tax affairs (including non-compliance with tax laws or tax avoidance behaviour). Please note such a disclosure must comply with the Taxation Act.

How to make a disclosure

Before making a disclosure, Eligible Whistleblowers:

- are encouraged to read this policy to ensure the disclosure falls within the scope of a Disclosable Matter and is protected under the Corporations Act; and
- may contact BDO Secure to obtain additional information.

Disclosures to Internal Recipients

Jumbo encourages Eligible Whistleblowers to make disclosures by emailing whistleblower@jumbointeractive.com.

If an Eligible Whistleblower does not feel comfortable contacting the Eligible Recipients above, they are then encouraged to make their disclosure to BDO Secure, Jumbo's external Disclosure Officer. This can be done by contacting the Disclosure Officer:

- by phone: 1300 408 955
- by email: securebdo@bdo.com.au
- online: bdo.com.au/bdosecure; or
- by mail: GPO Box 457, Brisbane, Qld, 4001.

More information about BDO Secure can be found at the end of this policy.

Eligible Whistleblowers should provide all information and supporting documentation relating to the Disclosable Matter to the Eligible Recipient.

Disclosures may be made anonymously and still receive protections under the Corporations Act. An Eligible Whistleblower may choose to remain anonymous while making a Protected Disclosure, over the course of the investigation, and after the investigation is finalised. An Eligible Whistleblower may refuse to answer questions that they feel may reveal their identity at any time, including during follow-up conversations.

If an Eligible Whistleblower chooses to remain anonymous, they should maintain ongoing two-way communication with Jumbo so that Jumbo can ask follow-up questions or provide feedback.

To protect an Eligible Whistleblower's anonymity, communication with an Eligible Whistleblower may be through anonymous telephone hotlines and anonymised email addresses, through BDO Secure, or an Eligible Whistleblower may adopt a pseudonym for the purpose of the Protected Disclosure.

Jumbo will treat all anonymous Protected Disclosures seriously, however there may be limitations on Jumbo's investigation process if it cannot contact the Eligible Whistleblower.

Disclosures to External Recipients

If an Eligible Whistleblower wants to make a Protected Disclosure to an External Recipient, Jumbo encourages them to follow the External Recipient's guidance. For example, to follow ASIC's information sheet if they want to make a disclosure to ASIC: [How ASIC manages whistleblower reports](#).

Investigation procedure

Upon receipt of a disclosure, the recipient must contact the Chair of the Audit and Risk Management Committee (the recipient being the **Responsible Person**) who will handle the disclosure. The Responsible Person will conduct enquiries to determine whether the disclosure qualifies for protection.

If the Responsible Person determines that the disclosure does not qualify for protection under the Corporations Act (or Taxation Act), the enquiry will be concluded, and no further steps will be taken unless the disclosure is determined to be malicious or vexatious. This does not prevent the disclosure being referred elsewhere in the organisation to be dealt with (ie personal grievances).

If the Responsible Person considers the disclosure qualifies for protection, they will determine the next steps within seven days. The next steps include:

- a) the appointment by the Responsible Person of:
 - 1) an external Investigator to conduct a formal investigation; or
 - 2) an internal Investigator to conduct a formal investigation;
- b) the need to preserve any evidence (such as hard drives); or
- c) if a suspension of employees or officers allegedly involved in the substance of the disclosure (**Respondents**) is required pending the outcome of any investigation.

Any investigation process should be carried out as soon as practicable in the circumstances. This will ensure the preservation of evidence, and fairness to the Eligible Whistleblower. Jumbo will endeavour to conduct investigations within two months, unless the circumstances prevent this. In any case, the Eligible Whistleblower (where they have not made the disclosure anonymously) will be notified of the expected timeframes.

Formal investigation

Where it is determined by the Responsible Person that a formal investigation is appropriate to deal with the Protected Disclosure, the Responsible Person will provide the Investigator with the terms of reference for the investigation and any other relevant material.

The Responsible Person will write to any Respondents and witnesses advising them of the investigation and the outline of the process to be followed by the Investigator, unless Jumbo is prevented by the circumstances.

The investigation process will follow the Principles of Natural Justice (as far as possible, without disclosing the Eligible Whistleblower's identity) and may include:

- interviewing relevant witnesses; and/or
- gathering and assessing relevant documents/evidence or other material.

Interviews may be recorded for note-taking purposes, and witnesses may be required to sign a written statement confirming their evidence.

Witness evidence

Any relevant evidence gathered in the course of an investigation must be provided to the Respondent, so the Respondent has a fair opportunity to respond to the allegations.

It is rarely possible to 'de-identify' witnesses (except for the Eligible Whistleblower whose identity will not be disclosed), as this affects the evidence when put to the Respondent, and offends the Principles of Natural Justice.

In certain circumstances, witness statements may be redacted to de-identify the witness, however, this will only be possible where the validity of the evidence is not impacted, and disclosing the identity of the witness, will result in the risk of real harm or injury to the witness.

New witnesses may be identified throughout the investigation and require interviewing. Original witnesses may need to be re-interviewed to clarify any contradictory information.

Responsibilities

The Respondents, witnesses, and any other persons involved in an investigation into the Protected Disclosure must:

- a) keep all matters relating to the investigation strictly confidential (except for disclosure to an advisor or support person, who must also agree to keep the information confidential);
- b) obey all lawful directions by Jumbo and the Investigator in relation to the investigation;
- c) participate in any investigation honestly; and
- d) not victimise, harass or take any other adverse action against any person because of their participation in the investigation.

Outcome

Once all of the evidence has been gathered and the Respondent has been provided with an opportunity to review that evidence and provide their response, the Investigator will confidentially provide the Responsible Person with an investigation report in accordance with the terms of reference.

The Responsible Person will confidentially discuss the report and any recommendations with the Board, and determine an appropriate outcome. The method of documenting and reporting the findings may vary depending on the nature of the findings. The investigation report should indicate the information which will be provided to the Eligible Whistleblower, which may include that it would not be appropriate to provide details of the outcome to them, or that details cannot be provided to them as their identity is unknown.

The Board, or a committee of the Board, will be informed of any material incidents reported under this policy regardless of whether an investigation is conducted.

Discloser

The Investigator will be responsible for providing feedback to the Eligible Whistleblower directly unless they have remained anonymous and Jumbo does not have contact details for them. In situations where the Eligible Whistleblower is not anonymous, or Jumbo has the contact details for an anonymous person, contact will be made within a maximum of five business days of the Protected Disclosure being made.

An Eligible Whistleblower will be provided with regular updates (ie at key stages), if the Eligible Whistleblower can be contacted, including the investigation findings (if appropriate). The frequency and timeframe of updates will vary depending on the nature of the Protected Disclosure.

Jumbo will treat all Protected Disclosures made under this policy in a confidential, sensitive and secure manner.

Legal advice

Where a report, complaint or disclosure relates to, or is suspected to relate to, a possible contravention of the Corporations Act (or Taxation Act) by Jumbo or an officer or employee of Jumbo, legal advice concerning the investigation process should be sought directly from Jumbo's General Counsel to ensure compliance with the Corporations Act. Such advice must be sought prior to details of the report or the identity of the person making the report being disclosed to any person, including to Jumbo's General Counsel.

When seeking the advice of the General Counsel, the specific details of the report and the identity of the person making the report must not be disclosed to the General Counsel, unless the person has expressly provided their consent.

Fair treatment

Jumbo is committed to ensuring all employees related to/mentioned in a Protected Disclosure are treated as fairly as possible. This includes by:

- a) handling disclosures confidentially (when practical and appropriate in the circumstances);
- b) assessing each disclosure and whether it will be the subject of an investigation;
- c) ensuring the objective of investigations is to determine whether there is enough evidence to substantiate or refute the reported matters;
- d) conducting investigations in a fair, objective and independent manner; and
- e) advising employees who are the subject of a Protected Disclosure of the subject matter and the principles of natural justice and procedural fairness (if required) prior to actions being taken against them. However, Jumbo will determine the most appropriate time to do this.

The Investigator will treat each Protected Disclosure very carefully by considering all relevant information, facts, and evidence without bias before making a conclusion or decision. The Investigator will also ensure that the employees or officers mentioned in a Protected Disclosure are given an opportunity to respond to any allegation and share their perspective.

It should be noted however that disciplinary action may be taken against an individual found to have engaged in wrongdoing and where appropriate, may be referred to authorities.

Confidentiality of whistleblower identity

Jumbo is legally obliged to protect the confidentiality of an Eligible Whistleblower's identity, which means no person can disclose the identity of a discloser or information that is likely to lead to the identification of the discloser (whether obtained directly or indirectly from the discloser making the Protected Disclosure). However, this does not apply if:

- a) the disclosure is made to a member of the Australian Federal Police, ASIC, APRA, a legal practitioner (for the purpose of obtaining legal advice or legal representation) or other person, body or authority in accordance with the law;
- b) the disclosure is required by law; or
- c) the discloser provides their consent.

Information contained in a Protected Disclosure can be disclosed (with or without the Eligible Whistleblower's consent), including in an investigation, if:

- a) the information does not include the Eligible Whistleblower's identity;
- b) Jumbo has taken all reasonable steps to reduce the risk that the Eligible Whistleblower will be identified from the information; and
- c) it is reasonably necessary to investigate the issues raised in the Protected Disclosure.

It is illegal for any person to identify the Eligible Whistleblower or disclose information that will likely lead to the identification of the Eligible Whistleblower, unless the above exceptions apply. If a breach of confidentiality has occurred, an Eligible Whistleblower can lodge a complaint by contacting any of the Internal Recipients detailed above, BDO Secure, or alternatively an Eligible Whistleblower can lodge a complaint with a regulator for investigation (ie ASIC, APRA or the Australian Taxation Office).

To reduce the risk that an Eligible Whistleblower will be identified from the information contained in the Protected Disclosure, Jumbo will take the following reasonable steps:

- a) all personal information or reference to the Eligible Whistleblower witnessing an event will be redacted;
- b) the Eligible Whistleblower will be referred to in a gender-neutral context;
- c) where appropriate, the Eligible Whistleblower will be contacted to assist with identifying items in their Protected Disclosure which may inadvertently identify them;

- d) Protected Disclosures will be handled and investigated by qualified staff and/or service providers;
- e) all paper and electronic documents and other materials relating to Protected Disclosures will be stored securely;
- f) access to all information relating to a Protected Disclosure will be limited to those directly involved in managing and investigating the disclosure; and
- g) each person who is involved in handling and investigating a disclosure will be reminded about the confidentiality requirements, including that an unauthorised disclosure of an Eligible Whistleblower's identity may be a criminal offence.

Please note an Investigator may disclose information provided that it is reasonably necessary to investigate the Protected Disclosure and they have taken reasonable steps to reduce any risks that the Eligible Whistleblower will be identified as a result of the Protected Disclosure.

Support and protection from detriment

Protection from detriment

Jumbo will take all reasonable steps to:

- a) prevent a person (eg officer, employee or third party) from engaging in detrimental conduct, or threatening to engage in detrimental conduct; and
- b) ensure that a person (eg officer, employee or third party) does not engage in detrimental conduct, or threaten to engage in detrimental conduct,

towards an Eligible Whistleblower because the person believes or suspects that the Eligible Whistleblower had made, may make, proposes to make or could make a Protected Disclosure.

Examples of how Jumbo will protect Eligible Whistleblowers who make Protected Disclosures are as set out below.

Jumbo will:

- a) assess the risk of detriment against the Eligible Whistleblower and other person, after receiving a Protected Disclosure;
- b) provide strategies to the Eligible Whistleblower to minimise their stress and challenges from making the Protected Disclosure (ie performance impacts); and
- c) perform actions that protect the Eligible Whistleblower from the risk of detriment, including by allowing the Eligible Whistleblower to work from another location or relocating other staff involved in the Protected Disclosure.

Detrimental conduct includes, but is not limited to, dismissing an employee, altering an employee's position or duties to their disadvantage, or damaging a person's reputation or property.

However, detrimental conduct does not include:

- a) administrative action that is reasonable for the purpose of protecting an Eligible Whistleblower from detriment (eg. moving the Eligible Whistleblower who has made a Protected Disclosure about their immediate work area to another office to prevent them from detriment);
- b) an Eligible Whistleblower's unsatisfactory work performance being managed, if the action is in line with Jumbo's performance management framework; or
- c) taking action against the Eligible Whistleblower, including termination of their employment if they are an employee, for reasons not related to their Protected Disclosure.

Jumbo encourages any Eligible Whistleblower who thinks they are suffering from detrimental conduct to contact any Eligible Recipient. If an Eligible Whistleblower is not comfortable with this, they may also seek independent legal advice or contact a regulatory body.

Support

If a Protected Disclosure is made in accordance with this policy and the subsequent investigation confirms that there was no wrongdoing by Jumbo, the Eligible Whistleblower will be protected from any form of victimisation or action by Jumbo.

If an Eligible Whistleblower who has made a Protected Disclosure suffers less favourable treatment than any other person because of the Protected Disclosure, then the person treating the Eligible Whistleblower inappropriately may be subject to disciplinary action.

If an Eligible Whistleblower makes a malicious, slanderous or vexatious disclosure, they may be subject to disciplinary action.

If the Eligible Whistleblower is involved in the disclosed conduct they may be provided with some degree of immunity from disciplinary action if agreed by the Chair of the Audit and Risk Management Committee. The Chair of the Audit and Risk Management Committee however has no power to provide immunity from criminal prosecution.

Whistleblower protections

If an Eligible Whistleblower makes a Protected Disclosure in accordance with this policy, they may receive protections under the Corporations Act including, but not limited to:

- a) the person's identity will be kept confidential, unless the person provides their consent or any exceptions above apply;
- b) the person will not be subject to any civil, criminal or administrative liability for making the Protected Disclosure. For example, they will be protected from the following for making a Protected Disclosure:
 - 1) any legal action against them for breach of an employment contract, duty of confidentiality or another contractual obligation;
 - 2) attempted prosecution for unlawfully releasing information, or other use of the disclosure against them in a prosecution (other than for making a false disclosure); and

- 3) disciplinary action;
- c) no contractual or other remedy may be enforced, and no contractual or other remedy may be exercised, against the person on the basis of the Protected Disclosure;
- d) the information disclosed will not be admissible in evidence against the person in criminal proceedings, or proceedings for the imposition of a penalty, other than proceedings in respect of the falsity of the information;
- e) the person will not be required to disclose their identity, or information that is likely to lead to their identification, to a court or tribunal, unless it is necessary to do so under the Corporations Act or if the court or tribunal thinks it is necessary in the interests of justice;
- f) the person will not be required to produce to a court or tribunal a document containing their identity or information that is likely to lead to their identification, unless it is necessary to do so under the Corporations Act or if the court or tribunal thinks it is necessary in the interests of justice;
- g) protections from victimisation that causes a detriment to the person because of a belief or suspicion that the person, or any other person, may have made, proposes to make or could make a Protected Disclosure. This also applies to protection from threats to cause detriment because the person makes, or may make, a Protected Disclosure; and
- h) the person (or any other employee or person) may seek compensation and other remedies from a court:
 - 1) for loss, damage or injury suffered because of a Protected Disclosure; and
 - 2) if Jumbo failed to take reasonable precautions and exercise due diligence to prevent detrimental conduct. However, the person should seek independent legal advice.

These protections not only apply to internal Protected Disclosures, but to Protected Disclosures to legal practitioners, regulatory, and other external bodies, and Public Interest and Emergency Disclosures made in accordance with the Corporations Act.

Please note these protections do not grant immunity for any misconduct an Eligible Whistleblower has engaged in that is revealed in the Protected Disclosure.

Employees' responsibilities

Jumbo relies on its employees to maintain its reputation and it is expected that any employee who becomes aware of a serious matter will report it as soon as practicable. Failure to do so could result in disciplinary action being taken.

Employees are reminded of their duty to keep confidential company information secret. It is Jumbo's aim to ensure that employees do not feel the need to discuss Jumbo's concerns outside the company, unless required to by legislation.

Review

This policy will be periodically reviewed to check that it is operating effectively and whether any changes are required.

Disciplinary action

This policy contains instructions and directions that employees and officers must comply with.

In the event that Jumbo discovers a breach of this policy by an employee or officer, that employee or officer may be subjected to disciplinary action up to and including the termination of their employment or engagement.

This policy is not intended to create contractually binding obligations upon Jumbo, or to form part of any agreement or contract.

This policy (and any other Jumbo policy or procedure) may be varied from time to time by Jumbo in its discretion.

Revision and authorisation

Approval date	Replaces version dated	Senior Leadership Group sponsor	Approved by	Next review date
30/11/2023	30/11/2022	General Counsel	Board	30/11/2024

BDO

IDEAS | PEOPLE | TRUST

REPORTING UNACCEPTABLE CONDUCT

A direct line to the top.

Unacceptable conduct includes fraud, misuse or theft of property, dishonesty, conflict of interest, breach of policies, discrimination, illegal activity, improper accounting, bribery, corruption and unethical behaviour.

Jumbo Interactive provides employees and other stakeholders an independent and anonymous way to report an allegation of misconduct at any time through either our internal reporting method or through an external consultant, BDO via its whistleblowing service called Secure.

Individuals reporting misconduct may feel unprotected, so BDO's 'Secure' service provides anonymity, and their experienced investigators can provide advice on whistle-blower protections.

**SEE IT, REPORT IT,
STOP IT!**

Report unacceptable conduct to the independent BDO Secure service through any of the following:



1300 408 955



securebdo@bdo.com.au



bdo.com.au/bdosecure



BDO Secure, Level 10, 12
Creek Street, Brisbane,
QLD, 4000

