



# Whistleblower Protections Policy

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## 1. Introduction

Greater Bank and its Subsidiaries (collectively the **Greater Bank Group**) are committed to the highest standards of conduct and ethical behaviour.

The standards of conduct and behaviour expected by the Greater Bank Group are outlined in Greater Bank's Corporate Values, Code of Conduct and other policies adopted by the Greater Bank Group, which have been developed to ensure that the Greater Bank Group observes the highest standards of fair dealing, honesty and integrity in its business activities.

This Whistleblower Protections Policy supports the Code of Conduct and is designed to promote and reinforce the Greater Bank Group's culture of honest and ethical behaviour.

## 2. Purpose

This Policy establishes and describes Greater Bank's whistleblower framework.

The primary purpose of this Policy is to provide a mechanism which encourages concerns to be raised about misconduct, malpractice, irregularities or any other behaviour which is corrupt, illegal or inconsistent with any of the Greater Bank Group's values or policies (including the Code of Conduct), without the person raising the concern being subject to Detrimental Treatment.

This Policy outlines the process for individuals to raise concerns about Reportable Conduct (as defined below) and the protections that are available for individuals who make these reports.

Greater Bank operates in multiple jurisdictions within Australia and is subject to applicable State and other local laws. If any local laws are in any way inconsistent with this Policy in the sense of imposing a higher level of protection than this Policy, then those local laws take precedence in that jurisdiction to the extent of the inconsistency.

## 3. Authority

This Policy has been approved and adopted by the Board as a Policy of Greater Bank.

## 4. Definitions and Interpretation

### 4.1 Definitions

Capitalised terms in this Policy have the meanings given to them in the Greater Bank Glossary and in Part A of Schedule 1.

### 4.2 Interpretation

Principles of interpretation that apply to this Policy are set out in Part B of Schedule 1.

## 5. Scope

### 5.1 Eligible Whistleblowers

This Policy applies to an individual who is or has been:

- an Officer or Employee of Greater Bank or any other Group Company; or
- a supplier of goods or services (whether paid or unpaid) to Greater Bank or any other Group Company, including an individual who is or has been employed by such a supplier.

A disclosure made by a relative, spouse or dependant of an individual identified above will also be handled in accordance with this Policy and the protections in this Policy will apply to such individuals.

An individual covered by this paragraph is described as an “**Eligible Whistleblower**” in this Policy.

### 5.2 Other Group Companies

Except where this Policy expressly provides otherwise, this Policy applies to each Group Company in the same manner as it does to Greater Bank.

## 6. Related Documents

This Policy should be read and considered with Greater Bank's ERM Policy Documents.

The following Policies, and the associated Management Statements and Procedures, should also be considered in relation to Greater Bank's whistleblower framework:

- Code of Conduct Policy;
- Fraud Management Policy;
- Fit and Proper Policy;
- Compliance Framework Policy;
- Delegations Policy;
- Conflicts of Interest Policy; Initiative Management Policy;
- Procurement Policy;
- Outsourcing Policy for Material Business Activities; and
- Safety, Health and Wellbeing Policy.

## 7. Access

This Policy must be accessible on Greater Bank's intranet and Board portal.

This Policy is also available on Greater Bank's external website.

## 8. Matters that should be reported

### 8.1 Reportable Conduct

It is not possible to provide an exhaustive list of the activities that should be reported for the purposes of this Policy (**Reportable Conduct**).

However, by way of general guidance, Reportable Conduct includes any conduct of any Officer or Employee of Greater Bank or any other Group Company, which an Eligible Whistleblower has reasonable grounds to suspect is:

- misconduct or an improper state of affairs (for these purposes misconduct includes fraud, negligence, default, breach of trust and breach of duty) in relation to Greater Bank or any other Group Company;
- dishonest, corrupt or illegal and relates to their employment;
- an offence under Commonwealth or State laws which is punishable by imprisonment for a period of 12 months or more;
- a contravention of Commonwealth or State laws including (without limitation) the Corporations Act, any laws administered by the Australian Securities and Investments Commission (**ASIC**) or the Australian Prudential Regulation Authority (**APRA**), the *Competition and Consumer Act 2010* (Cth), the *Income Tax Assessment Act 1936* (Cth) or the *Privacy Act 1988* (Cth), anti-bribery or anti-money laundering laws;
- unethical behaviour; or
- likely to cause financial or non-financial loss to any entity in the Greater Bank Group or that is otherwise detrimental to the interests of any entity in the Greater Bank Group.

Reportable Conduct can include conduct which does not involve a contravention of a particular law. For example, if the information would be of interest to a regulatory authority or suggest a risk of customer harm. In addition, information that suggests a significant risk to public safety or stability in the financial system is Reportable Conduct even if it does not involve a breach of a particular law.

Some examples of behaviour that Greater Bank considers to be Reportable Conduct are included in the definition in Part A of Schedule 1 to this Policy and will be handled in accordance with this Policy.

It is important to be aware that reports which are not about Reportable Conduct do not qualify for protection under the Corporations Act (or the Taxation Administration Act, where relevant). A report about Reportable Conduct will only qualify for protection if it meets each of the statutory requirements in Section 13 below. In some circumstances, reports that do not amount to Reportable Conduct may still be protected under other legislation, such as the *Fair Work Act 2009* (Cth).

Questions about the type of conduct that may amount to Reportable Conduct that is covered by this Policy and the Corporations Act (and Tax Administration Act, where relevant) should be directed to a Whistleblower Protection Officer (see Section 9 below) or independent legal advice should be sought.

## 8.2 Personal work-related grievances

Personal work-related grievances are not generally considered Reportable Conduct under this Policy and should be reported through the other mechanisms the Greater Bank Group has established to receive these complaints (see below). Personal work-related grievances are issues or concerns which have or tend to have implications for the discloser personally. Examples include:

- an interpersonal conflict between the discloser and another Employee;
- a decision relating to the engagement, transfer or promotion of the discloser;
- a decision relating to the terms and conditions of engagement of the discloser; and

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

These types of complaints should be raised with the Human Resources Unit and addressed in accordance with the Discrimination, Harassment and Bullying Management Statement or Workplace Grievance Management Statement.

There may be some instances where a personal work-related grievance also has significant implications for the Greater Bank Group. For example, a personal work-related grievance may still qualify for protection if it includes information about misconduct beyond an individual's personal circumstances or demonstrates a systemic issue.

When this is determined to be the case by a Whistleblower Protection Officer, the report will be considered to be Reportable Conduct and handled in accordance with this Policy.

Further, any complaint of alleged Detrimental Treatment or victimisation against a person in contravention of this Policy or the statutory protections outlined in Section 13 below should be made under this Policy and will be considered to be Reportable Conduct and addressed in accordance with this Policy.

## 9. Resources and protections

### 9.1 Protections for Eligible Whistleblowers

The Greater Bank Group is committed to ensuring that an Eligible Whistleblower making a report in the manner described in this Policy (**Whistleblower Report**) will not suffer Detrimental Treatment or be disadvantaged as a result of making that report in accordance with this Policy, even if the report is subsequently determined to be incorrect or is not substantiated, provided there were reasonable grounds for making the report.

All reasonable steps will be taken by the Greater Bank Group to ensure that an Eligible Whistleblower who makes a Whistleblower Report (**Reporting Person**) does not suffer Detrimental Treatment and is not subject to any form of victimisation because they have made a report in accordance with this Policy. Steps the Greater Bank Group may take to protect a Reporting Person from Detrimental Treatment where considered necessary and appropriate include:

- assisting a Reporting Person to develop strategies to help minimise and manage stress or other challenges that may result from making a Whistleblower Report or any subsequent investigation;
- agreeing that a Reporting Person can perform their duties from another location or make other modifications to the way a Reporting Person performs work duties; or
- consider conducting a risk assessment to manage the risk of detriment to a Reporting Person.

Detrimental Treatment includes dismissal, injury, demotion, discrimination, harassment, intimidation, disciplinary action, bias, threats or other unfavourable treatment because the Reporting Person made a Whistleblower Report.

Detrimental Treatment does not include reasonable administrative action (for example, moving the location of a Reporting Person away from another individual the subject of the Whistleblower Report) or managing unsatisfactory work performance in line with the Greater Bank Group's performance management framework.

A person who subjects a Reporting Person to Detrimental Treatment because they have made a Whistleblower Report will be in breach of this Policy and will be dealt with under the Greater Bank Group's disciplinary procedures. This is a serious matter which may

expose the person to civil and criminal sanctions under the legislation discussed in Sections 9.4 and 13 below.

## 9.2 Whistleblower Protection Officers

The Greater Bank Group has appointed two Whistleblower Protection Officers (**WPOs**) who will safeguard the interests of Reporting Persons, ensure the integrity of the reporting mechanism, and seek to protect Reporting Persons from Detrimental Treatment.

The current WPOs are:

### **Greg Nyman**

Group General Counsel and Company Secretary

Head Office - Level 5

PO Box 173, Hamilton NSW 2303

p: 02 4921 9183

m: 0409 657 990

e: greg.nyman@greater.com.au

### **Erin Howells**

Head of Internal Audit

Head Office - Level 5

PO Box 173, Hamilton NSW 2303

m: 0409 810 758

e: Erin.Howells@greater.com.au

Greater Bank's WPOs can be contacted by telephone, email or post.

In respect of this Policy, the WPOs have a direct reporting line to the Chief Executive Officer (**CEO**) and the Board Audit Committee. The WPOs also have access to independent advisers as and when required.

## 9.3 Support for Eligible Whistleblowers

The Greater Bank Group is committed to providing appropriate support to Reporting Persons. The nature of the support that may be offered will depend on the nature of the Reportable Conduct reported and the personal circumstances of the Reporting Person.

However, examples of the support provided for Reporting Persons include:

- appointment of WPOs who are responsible for ensuring Whistleblower Reports are handled in accordance with the mechanisms in this Policy which are designed to safeguard Reporting Persons;
- a fair and objective investigation process in accordance with Section 11 below;
- supporting anonymous Whistleblower Reports;
- handling Whistleblower Reports on a confidential basis in accordance with Section 12 below;
- access to the Greater Bank Group's Employee Assistance Program; and
- human resources support where reasonably required by a Reporting Person.

If you have any further questions about the support available, you should contact a WPO.

## 9.4 Statutory Protection

Both the Corporations Act and the Taxation Administration Act provide special protections for Eligible Whistleblowers in respect of disclosures which qualify for protection under each Act. These protections are outlined in Section 13 below. The Greater Bank Group is committed to ensuring these legislative protections are complied with.



## 10. Making a report

### 10.1 Who to make a report to?

There are several channels for making a Whistleblower Report, which are outlined below.

The Greater Bank Group encourages Eligible Whistleblowers to make a Whistleblower Report directly to one of the channels below in the first instance to ensure the wrongdoing is identified and addressed by the Greater Bank Group as early as possible and because they are eligible to receive disclosures that qualify for statutory protection.

This Policy is not intended to restrict the right of an Eligible Whistleblower to make disclosures directly to any regulator or law enforcement agency or other eligible recipient under the Corporations Act (or Taxation Administration Act, where relevant) as set out in Section 13. If an Eligible Whistleblower makes a disclosure of Reportable Conduct via one of these mechanisms that is external to the Greater Bank Group, they may still receive the relevant statutory protections for whistleblowers. However, the disclosure will not be handled in accordance with this Policy.

Additional information on who a Whistleblower Report should be made to can be obtained from a WPO.

### 10.2 Whistleblower Protection Officers (WPOs)

To ensure appropriate escalation and investigation, Whistleblower Reports should be made to a WPO as the WPOs are responsible for administering this Policy and are best placed to handle Whistleblower Reports in accordance with this Policy.

A WPO that receives a Whistleblower Report will provide details of the report to the other WPO. By making a Whistleblower Report to a WPO the Reporting Person will be taken to consent to the details of the report (including their identity, unless they elect to remain anonymous) being provided to the other WPO and handled in accordance with this Policy.

The WPOs will review all Whistleblower Reports to determine the appropriate action to be taken, including whether the Whistleblower Report should be subject to investigation under this Policy. Whistleblower Reports which require further investigation will be directed to the Whistleblower Investigations Officer (**WIO**) for further investigation.

The current WIO is:

#### **Daniel Greer**

Head of Operational and Emerging Risk

Head Office - Level 2

p: 02 4921 9547

m: 0404 033 065

e: Daniel.Greer@greater.com.au

### 10.3 Officers and Senior Managers

A Reporting Person may also make a Whistleblower Report to any Officer or Senior Manager of Greater Bank.

An Officer or Senior Manager who receives a Whistleblower Report will provide details of the report to a WPO so the report may be handled by the WPO in accordance with this Policy. By making a Whistleblower Report to an Officer or Senior Manager, a Reporting Person will be taken to consent to the details of the report (including their identity, unless

they elect to remain anonymous) being provided to the WPOs and handled in accordance with this Policy.

#### **10.4 How to make a report**

A Reporting Person seeking to make a Whistleblower Report can do so through one of the following means:

- an email, phone call or by post to a WPO listed in Section 9.2; or
- an email, phone call or by post to any Officer or Senior Manager of Greater Bank.

The subject of any email or letter should make it clear that the email or letter is being made as a report under this Policy.

Information received from a Reporting Person will be kept confidential to the extent possible in accordance with Section 12 below, subject to the need to meet legal and regulatory requirements. In particular, the Greater Bank Group may disclose the information received to appropriate regulatory authorities, such as ASIC, APRA, AUSTRAC, the Australian Federal Police or other governmental agencies. The Greater Bank Group may also disclose the information received on a confidential basis to a legal practitioner for the purpose of obtaining legal advice in relation to the operation of the statutory whistleblower protections.

#### **10.5 Reports concerning the CEO or a WPO or WIO**

A Whistleblower Report relating to the conduct of the CEO should be directed to the Chair of Greater Bank's Board of Directors (Wayne Russell).

A Whistleblower Report relating to a WPO or the WIO should be directed to the CEO (Scott Morgan).

#### **10.6 Supporting documentation**

While the Greater Bank Group does not expect a Reporting Person to have absolute proof of Reportable Conduct, a report should show the reasons for their concerns and make full disclosure of the relevant details and supporting documentation.

#### **10.7 Anonymous reports**

A Reporting Person may elect to make a report anonymously. The Greater Bank Group will respect the Reporting Person's right to not identify themselves. However, electing to make a Whistleblower Report anonymously may hinder the Greater Bank Group's ability to fully investigate the matter. While Reporting Persons can choose to make an anonymous report, the Greater Bank Group encourages Reporting Persons to disclose their identity so their report can be fully investigated and the Greater Bank Group can ensure the person is provided with the support and protections contemplated by this Policy.

### **11. Investigating a report**

#### **11.1 Whistleblower Investigations Officer (WIO)**

Where a WPO determines a report may qualify for statutory protection or should be subject to investigation in accordance with this Policy, it will be referred to the WIO or an external investigator, as appropriate.

In respect of this Policy, the WIO has a direct reporting line to the CEO and Board Audit Committee. The WIO also has access to independent advisers as and when required.

The WPOs and the WIO act independently of each other and the responsibilities of these roles do not reside with one person.

## **11.2 Process for investigating reports**

All investigations will be conducted in a thorough and fair manner.

How the investigation is undertaken and the timeframe of the investigation will vary depending on the nature of the Reportable Conduct and the amount of information provided. If there is insufficient information to warrant further investigation or the initial investigation immediately identifies no further investigation is warranted, the Reporting Person will be informed as soon as possible.

The investigator will be independent of the Reporting Person and other persons alleged to be involved in the Reportable Conduct. In most instances, investigations will be conducted by the WIO. However, there may be occasions where external advisers are used to conduct investigations.

To avoid jeopardising an investigation, a Reporting Person is required to keep the fact that they have made a Whistleblower Report and the information contained in the report strictly confidential (subject to any legal requirements).

Following an investigation, the WIO may produce, or require the production of an investigation report. Circulation of any investigation report (while preserving confidentiality in accordance with this Policy and legislative requirements) will be restricted to individuals who will be involved in determining any action to be taken.

Wherever possible, a Reporting Person will be kept informed of the progress of the investigation subject to privacy and confidentiality obligations. The frequency and detail of any updates will depend on the nature of the Reportable Conduct and the contact information provided. Typically, a Reporting Person will be contacted through the channel used for making the original Whistleblower Report (including, where possible, through anonymous channels). As a general rule, a Reporting Person will be informed of the results of an investigation as soon as the investigation is finalised and acted upon. However, in some circumstances, privacy, confidentiality or other constraints may limit the feedback that can be provided.

## **11.3 Fair treatment of Employees**

The Greater Bank Group is committed to ensuring the fair treatment of any Officer or Employee of a Group Company who is mentioned in a disclosure made pursuant to this Policy by:

- maintaining the confidentiality of information contained in Whistleblower Reports in accordance with the requirements of this Policy;
- applying the investigation process in Section 11.2 above;
- handling information in accordance with this Policy;
- providing the individual with an opportunity to respond to any allegations made against them; and
- providing access to human resources support or the Greater Bank Group's Employee Assistance Program as necessary.

## **11.4 Investigations concerning the WPO/ WIO**

In the event that a report involves either a WPO or the WIO, any investigation will be undertaken by the CEO or an external investigator appointed by the CEO in accordance with the principles, processes and requirements described above.

## 12. Confidentiality

The Greater Bank Group is committed to ensuring that Whistleblower Reports are managed with appropriate confidentiality and in accordance with statutory confidentiality regimes (as outlined in Section 13 below) where applicable.

The Greater Bank Group has a legal obligation to protect a Reporting Person's identity. Subject to compliance with any legal and regulatory reporting requirements, when implementing any process under this Policy the Greater Bank Group will:

- not disclose the identity of a Reporting Person other than in accordance with this Policy;
- ensure that information contained in a Whistleblower Report is only disclosed to the extent necessary to conduct an investigation or administer this Policy or where required for the purpose of obtaining legal advice; and
- take reasonable steps to reduce the risk that the Reporting Person will be identified as part of any process conducted under this Policy.

If a Reporting Person discloses their identity, the only people who will know their details will be the person to whom the report is made, the WPOs and the WIO and a restricted number of other people who have access to information recorded under this Policy as outlined in this Section.

All information received from a Reporting Person, as well as the fact that a Reporting Person has made a disclosure and any record produced as part of an investigation, is held securely. Access will be restricted to those persons required to access the records for the purpose of this Policy or as part of Greater Bank's information technology processes necessary to administer its IT platform or any third party hosting these records. By making a report under this Policy a Reporting Person consents to their information being recorded and being accessible by these people including their identity (unless the Reporting Person elects to remain anonymous).

Other steps the Greater Bank Group will take in practice to protect the confidentiality of a Reporting Person's identity include, but are not limited to:

- redacting, where possible, personal information or references to a Reporting Person witnessing an event;
- contacting a Reporting Person (where possible) to help identify aspects of their Whistleblower Report that could inadvertently identify them; and
- reminding individuals involved in handling and investigating a Whistleblower Report of confidentiality requirements.

If a Reporting Person chooses to disclose their identity, their identity will not be disclosed to anyone else unless:

- Greater Bank is legally obliged to disclose their identity;
- disclosure is necessary to prevent or lessen a threat to a person's health, safety or welfare; or
- the Reporting Person consents to the disclosure or the disclosure is required under any legal or regulatory reporting requirements.

Other than in circumstances required by law, any unauthorised disclosure of information without the consent of the Reporting Person will be a breach of this Policy and will be dealt with under the Greater Bank Group's disciplinary procedures. It may also be an offence subject to penalties under the legislation mentioned in Section 13.

If a Reporting Person thinks there has been a breach of confidentiality, a Reporting Person can make a complaint under the processes described in Section 10. A Reporting Person may also lodge a complaint with a regulator, such as ASIC, APRA or the ATO, for investigation.

## 13. Statutory Protections

### 13.1 Protection under the Corporations Act

The Corporations Act gives special protection to disclosures about certain types of Reportable Conduct which are made in accordance with the requirements of the Corporations Act.

This Policy is designed to comply with the requirements of the Corporations Act and to ensure that the protections available under the Corporations Act are afforded to Reporting Persons who make a disclosure which qualifies for protection under the Corporations Act.

### 13.2 Who is protected?

The protections in the Corporations Act apply to an individual who is an Eligible Whistleblower or an associate of an entity in the Greater Bank Group (as defined in the Corporations Act) and makes a disclosure which qualifies for protection under the Corporations Act.

### 13.3 What kind of reports are protected

To be protected by the Corporations Act:

- (a) the individual must have reasonable grounds to suspect that the information they are reporting:
  - (i) concerns misconduct or an improper state of affairs relating to an entity in the Greater Bank Group;
  - (ii) constitutes an offence or contravention of certain nominated legislation; or
  - (iii) represents a danger to the public or the financial system;

**and**

- (b) the report is made to:
  - (i) ASIC;
  - (ii) APRA;
  - (iii) the auditor for an entity in the Greater Bank Group, or a member of an audit team conducting an audit of the entity;
  - (iv) a director, company secretary or Senior Manager of an entity in the Greater Bank Group;
  - (v) a WPO; or
  - (vi) a legal practitioner for the purpose of obtaining legal advice or representation in relation to the operation of the whistleblower protections under the Corporations Act.

Paragraph (a) above would include most cases of Reportable Conduct under this Policy.

The Corporations Act also provides protection for public interest disclosures and emergency disclosures which meet specific requirements prescribed by the Corporations

Act. To qualify for such protection, a disclosure must have previously been made to ASIC, APRA or another 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. Before making any public interest disclosure or emergency disclosure, an individual should understand the criteria for making such a disclosure and how to qualify for protection. It is recommended that an individual contact an independent legal advisor to obtain advice about the relevant requirements for these type of disclosures.

### **13.4 The protections available**

The protections available under the Corporations Act to an individual who meets the requirements above include:

- the right to have their identity protected in accordance with the provisions of that legislation;
- the right to have information provided as part of the disclosure handled in accordance with the provisions of that legislation;
- the right to be protected from civil, criminal or administrative liability (including disciplinary action) for making the disclosure; from contractual or other remedies on the basis of the disclosure; and from the admissibility of the information provided in evidence against the person, in each case in accordance with the provisions of that legislation;
- the right to be protected from Detrimental Treatment or any form of victimisation in accordance with the provisions of that legislation;
- the right to compensation and other remedies in accordance with the provisions of that legislation (including a right not to be required to pay costs incurred by another person when litigation is commenced); and
- the right not to be required to disclose their identity before any court or tribunal in accordance with the provisions of that legislation.

However, the protections outlined above do not grant immunity for any misconduct a Reporting Person has engaged in that is revealed in their report.

The protections apply from the time an eligible disclosure is made irrespective of whether a disclosure has been made internally (for example, to the WPO) or externally or to a legal practitioner, regulatory body or a public interest or emergency disclosure in accordance with the requirements of the Corporations Act.

A Reporting Person may also be eligible to seek compensation and other remedies if they suffer loss, damage or injury in specific circumstances. For example, because the Greater Bank Group failed to take reasonable precautions to prevent Detrimental Treatment suffered by a Reporting Person. The Greater Bank Group encourages Reporting Persons to seek independent legal advice in these circumstances, or they can contact ASIC, APRA or the ATO.

If you have any further questions about these protections you should contact a WPO.

### **13.5 Protections available under the Taxation Administration Act**

The Taxation Administration Act also provides protection for disclosures of information that indicates misconduct or an improper state of affairs, in relation to the tax affairs of an entity or an associate of an entity where the discloser considers that the information may assist the eligible recipient to perform functions or duties in relation to the tax affairs of the entity or an associate.

Protection is provided for disclosures made to the Commissioner of Taxation or any person or agency specified in Section 13.3(b) above.

The protections available to an individual making a protected disclosure under the Taxation Administration Act are the same as those outlined above in Section 13.4.

## 14. Training

Specialist training is mandatory for the Employees responsible for key elements of Greater Bank's whistleblower framework. Organisation Capability are responsible for overseeing the development and delivery of effective training regarding the framework.

## 15. Roles and Responsibilities

### 15.1 Three Lines of Defence

This Policy is an integral part of Greater Bank's ERM Framework, which incorporates the Three Lines of Defence model. The Three Lines of Defence are identified in the diagram below.

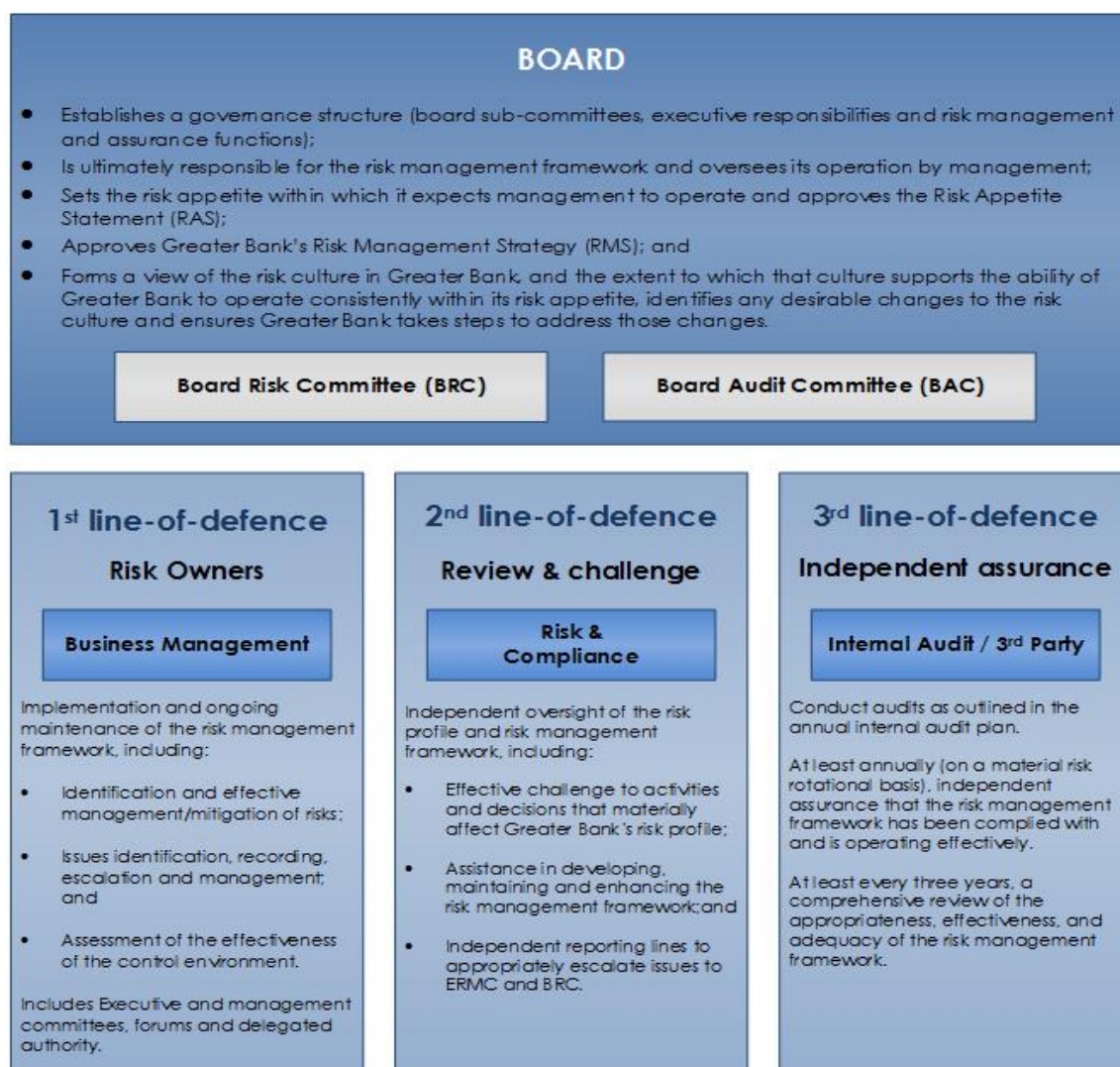


Diagram - Three Lines of Defence

## 15.2 Board

The Board is ultimately responsible for establishing the governance structure and management frameworks necessary to support a strong risk culture and ensure Greater Bank operates effectively and within its risk appetite and tolerances.

The Board is responsible for reviewing and, where appropriate, approving all Greater Bank policies under the Policy Framework, including this Policy.

Specifically in relation to this Policy, the Board is responsible for:

- Overseeing the implementation and effectiveness of the Greater Bank's whistleblower framework; and
- Promoting and reinforcing Greater Bank's culture of honest and ethical behaviour.

## 15.3 Executives and other Senior Managers

The role of Executives and other Senior Managers includes to:

- Champion Greater Bank's whistleblower framework; and
- Promote and reinforce Greater Bank's culture of honest and ethical behaviour.

## 15.4 Eligible Recipients

Eligible Recipients are the persons to whom a Whistleblower Report must be provided in order for the statutory protections referred to in Section 13 of this Policy to apply. The role of an Eligible Recipient who receives a Whistleblower Report includes to:

- Seek to protect Reporting Persons from Detrimental Treatment;
- Generally support and assist Reporting Persons;
- Maintain the confidentiality of Reporting Persons and other matters, where relevant, as required under this Policy or by law; and
- Immediately refer the Whistleblower Report to a WPO.

## 15.5 Whistleblower Protections Officers (WPOs)

The role of a WPO includes to:

- Administer Greater Bank's whistleblower framework;
- Seek to protect Reporting Persons from Detrimental Treatment;
- Generally support and assist Reporting Persons;
- Maintain the confidentiality of Reporting Persons and other matters, where relevant, as required under this Policy or by law;
- Review, consider and triage/ assess Whistleblower Reports;
- Refer Whistleblower Reports to for investigation in accordance with this Policy as appropriate;
- Review and consider any complaints of Detrimental Treatment or concern that a Whistleblower Report has not been dealt with in accordance with this Policy;
- Oversee management of a secured central repository for recording Whistleblower Reports;
- Co-ordinate a whistleblower training program for Eligible Recipients, service providers and Officers and Employees involved in managing Whistleblower Reports; and



- Oversee Greater Bank's whistleblower framework's reporting requirements to the Board and Board Audit Committee.

### **15.6 Whistleblower Investigations Officer (WIO)**

The role of a WIO includes to:

- Seek to protect Reporting Persons from Detrimental Treatment;
- Generally support and assist Reporting Persons;
- Maintain the confidentiality of Reporting Persons and other matters, where relevant, as required under this Policy or by law;
- Investigate and, where necessary, escalate Whistleblower Reports; and
- Monitor and assess the effectiveness of Greater Bank's whistleblower framework.

### **15.7 First Line**

The first line of defence is comprised of risk and obligation owners who assume responsibility for the identification, management and monitoring of the relevant Unit risk profile and compliance obligations.

### **15.8 Second Line**

The Risk & Compliance Division is responsible for independent oversight of Greater Bank's risk profile and the effective operation of Greater Bank's risk and compliance management frameworks, including:

- Effective challenge to activities and decisions that materially affect Greater Bank's risk profile;
- Assistance in developing, maintaining and enhancing of the overall risk and compliance management framework across the organisation;
- Assessing the maturity and application of the risk and compliance management frameworks through independent monitoring and assurance activities; and
- Providing independent reporting lines to appropriately escalate issues to ERMC and BRC.

### **15.9 Third Line**

The third line of defence is responsible for independent assessment of the adequacy and effectiveness of whistleblower framework. The adequacy and effectiveness of the framework will be assessed independently by internal audit and, where required, external audit functions.

The conduct, extent and frequency of any internal audits will be determined by the Board Audit Committee and incorporated into Greater Bank's audit program as applicable. The outcomes of such reviews will form the basis of longer term continual improvement initiatives.

## **16. Breach of Policy**

All Officers and Employees must comply with this Policy. Any material breach of or non-compliance with this Policy should be reported as a Risk Incident in accordance with the Risk Incident and Breach Reporting Management Statement. All Risk Incident reporting must comply with the requirements of this policy, including the confidentiality

requirements in Section 12 above and the statutory confidentiality regimes (as outlined in Section 13 above) where applicable.

Material breaches of and non-compliance with this Policy will be investigated and may result in disciplinary action, which may include termination of employment. Where disciplinary action is recommended, such action will be taken in accordance with The Reconnect Program and/or other relevant People and Process Transformation Policy Documents.

## 17. Review and Approval

### 17.1 Review

This Policy will be reviewed by the Group General Counsel and Company Secretary at least every 2 years. This is so the Policy remains consistent with applicable standards and relevant legislative requirements and well as the changing nature of the Greater Bank Group.

### 17.2 Approval

All material changes to this Policy must be approved by the Executive Committee before being submitted to the Board for consideration and, if thought fit, approval.

All material changes to this Policy must be approved by the Board.

### 17.3 Review and Approval Summary

Version No:	Reviewed by:	Date Reviewed:	Executive Committee Approval Date:	Board Approval Date:
1.0	Head of Legal and Company Secretary	May-Aug 2019	12 Sep 2019	22 Oct 2019
2.0	Head of Legal and Company Secretary	Dec 2019	13 Feb 2020	25 Feb 2020
2.1	Head of Legal and Company Secretary	Aug 2020	N/A	25 Aug 2020
2.2	Head of Legal and Company Secretary	Dec 2020	N/A	15 Dec 2020
2.3	Head of Legal and Company Secretary	Dec 2020	N/A	22 Dec 2020*
2.4	Group General Counsel and Company Secretary	Oct 2021	N/A	15 Oct 2021*
2.5	Group General Counsel and Company Secretary	Jan 2022	N/A	28 Jan 2022*
2.6	Group General Counsel and Company Secretary	Feb 2022	10 Feb 2022	22 Feb 2022*

\* Approved pursuant to delegated authority conferred on the Head of Legal/Group General Counsel and Company Secretary by the Board on 15 December 2020.

## Schedule 1 Definitions and Interpretation

### Part A - Definitions

In this Policy, unless the context indicates a contrary intention:

**Code of Conduct** means Greater Bank's Code of Conduct Policy.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Detrimental Treatment** has the meaning given in Section 9.1 of this Policy and also includes any actual or threatened conduct or treatment that could cause a detriment to the Reporting Person as a result of making the disclosure, including:

- termination of employment;
- harassment, bullying or intimidation;
- personal or financial disadvantage;
- unlawful discrimination;
- harm or injury, including psychological harm;
- damage to reputation; and
- any other conduct that constitutes retaliation.

**Eligible Recipient** means:

- Greater Bank's Whistleblower Protection Officers (refer to Section 9.2) of this Policy;
- an Officer or Senior Manager of a Group Company;
- an auditor, or a member of an audit team conducting an audit, of a Group Company;
- an actuary of a Group Company; and
- any other person authorised by Greater Bank to receive Whistleblower Reports that may qualify for protection under the statutory protections outlined in Section 13 of this Policy.

**Eligible Whistleblower** has the meaning given in Section 5.1 of this Policy and also includes an individual who is, or who has been, one of the following:

- a Director or Employee;
- a Contractor, consultant, supplier, service provider (or their employee or subcontractor);
- a volunteer; or
- an auditor,

of, or working with, a Group Company, or a relative or dependant of one of the above (or their spouse).

**Employee** means a full-time, part-time or casual employee of a Group Company.

**ERM Framework** means the totality of the people, structures, systems, policies, processes, procedures and controls for the identification, measurement, assessment, monitoring and reporting of the material risks Greater Bank is exposed to in the course of its business and other activities and for mitigating, controlling or otherwise responding to such risks, and includes the ERM Policy Documents.

**ERM Policy Documents** means Greater Bank's Risk Appetite Statement, Risk Management Strategy, Enterprise Risk Management Policy and the associated Management Statements and Procedures.

**Greater Bank** means Greater Bank Limited.

**Greater Bank Glossary** means the glossary of common terms used at Greater Bank maintained by the Head of Legal and Company Secretary.

**Greater Bank Group** means the group of companies comprising Greater Bank and its Subsidiaries.

**Group Company** means a member of the Greater Bank Group.

**Officer** has the meaning given in section 9 of the Corporations Act.

**Reportable Conduct** has the meaning given in Section 8.1 of this Policy and also includes any conduct in relation to the Greater Bank Group that is:

- dishonest;
- fraudulent;
- corrupt;
- illegal;
- unethical;
- in breach of internal policy (including the Code of Conduct);
- misconduct or an improper state of affairs in relation to a Group Company; or
- a danger, or represents a danger, to the public or the financial system.

For the avoidance of doubt, Reportable Conduct does not include "personal work-related grievances" of the type described in Section 8.2 of this Policy.

**Reporting Person** has the meaning given in Section 9.1 of this Policy and includes an Eligible Whistleblower who makes a Whistleblower Report in the manner described in this Policy.

**Senior Manager** has the meaning given in section 9 of the Corporations Act and includes members of Greater Bank's Executive Committee and members of Greater Bank's Senior Leadership Group from time to time.

**Subsidiary** has the meaning given in the *Corporations Act 2001* (Cth).

**Taxation Administration Act** means the *Taxation Administration Act 1953* (Cth).

**Whistleblower Investigations Officer** and **WIO** have the meaning given in Section 10.2 of this Policy.

**Whistleblower Protection Officer** and **WPO** has the meaning given in Section 9.2 of this Policy.

**Whistleblower Report** has the meaning given in Section 9.1 of this Policy.

## Part B - Interpretation

In this Policy, unless the context indicates a contrary intention:

**(including)** including and includes are not words of limitation, and a list of examples is not limited to those items or to items of a similar kind;

**(documents)** a reference to another document includes any document which varies, supplements or replaces that other document;

**(monetary values)** all monetary values stated in this Policy are in Australian dollars and include GST, except where specifically stated otherwise; and

**(Group Companies)** as mentioned in Section 5.2, this Policy applies to each other Group Company in the same manner as it does to Greater Bank. To achieve this, each reference to "Greater Bank" is to be taken to be a reference to the other Group Company and references to the Board and Directors of Greater Bank are to be taken to be references to the board of directors and directors (as applicable) of the other Group Company.