



VIVCOURT

Vivienne Court – Whistleblower Policy

May 2024

1 - Purpose of this policy

This policy (**Policy**) is an important tool to help Vivienne Court Trading Pty Ltd and its related entities (**VivCourt, we, us, our**) identify wrongdoing that may not be uncovered unless there is a safe and secure means for employees, personnel, and others (**you**) to disclose it. We value a culture of compliance, transparency, honesty and integrity. We encourage you to report any misconduct at VivCourt without fear of detriment and as early as practicable.

We are required to ensure people who disclose wrongdoing are protected. This policy gives you information on the matters it covers, how you can report wrongdoing, what we will do when you make a report, how we will protect you, and how we will resolve matters.

Through this policy, we want to:

1. encourage you to disclose wrongdoing;
2. ensure that you can disclose safely and with confidence we will protect and support you;
3. ensure we deal with disclosures appropriately and quickly;
4. provide you with transparency on how we deal with disclosures; and
5. support our values, ethos and culture as an ethical and law-abiding company.

2 – Does this policy apply to you?

This Policy applies to any *eligible whistleblower* under the *Corporations Act*. An *eligible whistleblower* could include employees, suppliers, associates of VivCourt, and their relatives.

3 – What kind of things does this policy cover?

We want anyone with information about misconduct or an improper state of affairs at VivCourt to speak up and disclose it without fearing any negative ramifications.

If you have reasonable grounds to suspect you have information concerning misconduct or an improper state of affairs/circumstances at VivCourt, this policy will protect you. Before considering this policy, first consider whether another policy serves your circumstances better, such as our [escalation](#), [breach handling](#), [code of business conduct & ethics](#), [cyber security](#), or [bullying, discrimination and sexual harassment](#) policies.

This policy also refers to other disclosures under the *Corporations Act* (*emergency and public interest disclosures*).

Public interest and emergency disclosures

Public interest disclosure - you will be protected if:

1. you have reported a matter to a government body, such as ASIC, APRA or another Commonwealth body (**relevant bodies**) and 90 days have passed;
2. you have no reason to believe anything is being done in relation to what you've reported;
3. further disclosure is in the public interest;
4. before disclosing, you provide written notice to the organisation you have disclosed to:
 - a. including sufficient information to identify the previous report you made; and
 - b. telling them you intend to make a public interest disclosure.

Emergency disclosure - you will be protected if:

1. you have disclosed to ASIC, APRA, or another relevant regulator;

2. you reasonably believe the matter involves a substantial and imminent danger to the health or safety of one or more persons or to the environment;
3. before disclosing, you notify ASIC, APRA or the relevant Commonwealth regulator in writing:
 - a. including sufficient information to identify your previous disclosure; and
 - b. stating that you intend to make an *emergency disclosure*.
4. the information is no greater than necessary to inform the journalist or parliamentarian about the substantial and imminent danger.

If you think a *public interest* or *emergency* disclosure applies to you and your disclosure, you should seek independent legal advice before disclosing.

4 - When does a person qualify for protection as a whistleblower?

This policy protects *eligible* disclosers. You will only be an *eligible* discloser if:

1. the information you are giving is a *disclosable matter* (explained below);
2. you disclose to an *eligible recipient* or *relevant body* (see below);
3. you disclose to a lawyer to get legal advice or seek representation relating to how whistleblower provisions in the *Corporations Act* operate; or
4. you have made an *emergency* disclosure or *public interest* disclosure.

What is a 'disclosable matter'?

Disclosable matters include the following:

1. information concerning *misconduct* (including, but not limited to, fraud, negligence, default, breach of trust or duty), or an *improper state of affairs* regarding VivCourt;
2. information which you reasonably suspect indicates VivCourt or any its personnel has or is engaged in conduct that is an offence or contravention of the law;
3. conduct that VivCourt or its personnel have engaged in which constitutes crime punishable by imprisonment for a period of 12 months or represents a danger to the public or financial system; or
4. conduct which represents a danger to the public or the financial system.

Eligible recipients include:

1. any director, company secretary, company officer, or senior manager of VivCourt;
2. an auditor, or a member of the audit team of VivCourt;
3. a person authorised by VivCourt to receive whistleblower disclosures;
4. any of the *relevant bodies*; or
5. a lawyer, if you are seeking advice about whether you are protected.

An *eligible recipient's* role is to receive disclosures that qualify for protection. You should disclose directly to an *eligible recipient* to qualify for protection. We encourage you to make a disclosure to an internal *eligible recipient* at first. You may still qualify for protection if you disclose to a lawyer or a *relevant body*, without notifying us.

5 – How will VivCourt protect me?

We will not tolerate any detriment or threats to you making an *eligible disclosure*. This includes (but is not limited to):

1. dismissal;
2. any injury to you in your employment (such as not giving employee legal entitlements such as leave or pay);
3. changing your job to your disadvantage;
4. discrimination;
5. harassment or intimidation;
6. harm or injury, including psychological injury;
7. damage to your property, reputation, business or financial position; or
8. any other damage to a person.

Any victimisation, retaliation or detriment caused or threatened to be caused will be treated seriously and may result in disciplinary action up to dismissal. You should report any suspected breaches of confidentiality to the people & culture team, the CEO, or a member of the legal team.

To ensure the confidentiality of your identity, we will make sure that, where possible, you will be contacted to help identify any aspects of your disclosure which could identify you and disclosures will be handled and investigated by qualified staff.

If circumstances require, VivCourt may take steps including (but not limited to) allowing you to perform your duties remotely, reassigning you to another role at the same level, making modifications to your workplace or any duties carried out by you, or reassigning or relocating other staff involved or implicated in what you have disclosed. VivCourt will attempt to work with you on an appropriate working situation during the investigation, if necessary.

6 - What matters are not included under this Policy?

What if it involves a personal issue with a co-worker?

If your matter is solely a personal work-related grievance but does not involve *disclosable matters*, it will not be captured under this policy. In this circumstance, you should consider whether another VivCourt policy applies. Examples of matters that might affect you but aren't *necessarily* covered are:

1. interpersonal conflicts between you and a co-worker;
2. our decisions that do not involve a breach of workplace laws;
3. decisions about your employment, transfer or promotion; or
4. a decision to discipline you for breach of a workplace policy, or other conduct.

Disclosures regarding the above matters *may* still be protected if:

1. they meet the criteria for a *disclosable matter* above;
2. you suffer from or are threatened with detriment for disclosing them; or
3. you seek legal advice or representation about the operation of the whistleblower protections under the *Corporations Act*.

Disclosures which do not qualify for protection may be entitled to protections under other legislation, such as the *Fair Work Act*, or other VivCourt policies. VivCourt encourages employees to raise them with the people & culture team.

7 - Who can receive a disclosure

Who should I report to?

If you are concerned about something, we want you to speak to your manager, team lead or the people & culture team. If you feel the issue has not been resolved, you have not been listened to, and the matter is covered by this policy, you should raise a disclosure under this policy. Any disclosures made under this policy should be made as soon as possible to an *eligible recipient*.

If you are not sure your matter is a *disclosable matter*, or qualifies for protection under this policy, consider speaking to a lawyer. Speaking to a lawyer for advice or representation may be protected (even if the lawyer ultimately says it does not relate to a *disclosable matter*).

8 - How to make a disclosure

If you want to make a disclosure, you can do so anonymously, confidentially, securely and at any time by emailing whistleblower@vivcourt.com or posting your disclosure to Level 1, 188 Oxford Street Paddington NSW 2021 (**Attn: VivCourt whistleblower team**)

What information should I provide?

We recommend you provide the following information:

1. that you are seeking protection of this policy;
2. the nature of the conduct/matter and when it occurred or is likely to occur;
3. the name(s) of people you think are involved; and
4. any supporting material, for example, documents and emails.

Be sure you have reasonable grounds for the claims you are making. If you make a false, vexatious, or disingenuous report you could be in breach of this policy or the law, and we may need to take disciplinary action.

Can I make a disclosure anonymously?

Yes, you can remain anonymous before, during and after any investigation. You can refuse to answer questions that you feel may reveal your identity in any subsequent conversations. If you remain anonymous, we might be unable to investigate the matter properly or keep you updated.

Disclosures outside of VivCourt

This policy seeks to facilitate and encourage the reporting of improper conduct within our internal structure. You are required to comply with confidentiality obligations to the extent permitted by law.

Remember, you can also report information to *relevant bodies*. If you disclose to a *relevant body*, we will not necessarily become aware of that report and might not be able to respond.

9 - Legal protections for disclosures

Protections available under the Corporations Act

If you are an eligible whistleblower, then under the *Corporations Act* and this policy you are entitled to the following:

1. *identity protection (confidentiality)*: it is illegal to identify you, or information that can lead to your identification except to a *relevant body*, a lawyer (to obtain advice or representation), or with your consent;
2. *protection from detrimental acts or omissions*: you cannot be caused detriment in relation to the disclosure, for example, by being dismissed, having your position altered, or being discriminated against, harmed, harassed, intimidated or damaged in any way.
3. *compensation and other remedies*: you are entitled to seek compensation and other remedies if you suffer loss, damage or injury because of a disclosure, or we fail to reasonably prevent detriment to you; and
4. *civil criminal and administrative liability protection*: you cannot be charged in relation to your disclosure (this does not include misconduct you have engaged in that is revealed in your disclosure).

The protections listed above apply to any *eligible disclosers*, regardless of whether they disclose internally or externally.

10 - Support and practical protections for disclosers

We are committed to supporting and protecting you. If you make a protected disclosure, we will:

1. redact all personal information or reference to you;
2. ensure all documents relevant to you and your disclosure are stored securely and are accessible only by those directly involved in the investigation of the disclosure with an understanding of the confidentiality requirements; and
3. ensure you are protected from detriment and offered support services and information on making a complaint if you feel your rights are being breached.

11 - Handling and investigating the disclosure

What happens once I've made a report?

We will assess each disclosure to determine whether it qualifies for protection. Then, we will confidentially review and, where appropriate, investigate as soon as reasonably practicable. We will then make findings on the disclosure and any next steps within 90 days. Timeframes may vary depending on the nature of the disclosure and the matters disclosed.

We may determine the nature and scope of the investigation, speak to parties or witnesses affected or involved and consider their responses.

Where appropriate, we may need to seek our own independent advice or refer the matter confidentially to a third-party firm to investigate. We may have to report the matter to police or law enforcement if the matter involves criminal behaviour.

We will report the findings of an investigation to the directors of the relevant VivCourt entity. Our findings will also be subject to our recordkeeping and confidentiality obligations. We will promptly manage any next steps required.

12 - Ensuring fair treatment of individuals mentioned in a disclosure

We are committed to treating all personnel fairly. Fair treatment includes:

1. handling disclosures confidentially when practical and appropriate;
2. determining whether there is enough evidence to substantiate or refute the matters reported;
3. maintaining a fair, objective and independent process;
4. providing procedural fairness to people accused of wrongdoing; and
5. offering support services to those who are the subject of a disclosure (such as counselling).

Any suspected adverse or detrimental treatment of employees that are subject of a disclosure should be reported to an *eligible recipient*.

Will I receive updates if I make a disclosure?

If it is appropriate, we will:

1. let you know when we commence investigating;
2. keep you updated throughout the course of the investigation;
3. advise you when investigation has been finalised; and
4. tell you the details and outcome of any investigation.

We may need to limit updates to preserve the confidentiality and integrity of the investigation and the privacy of those involved.

Will my report be confidential?

If you are making a disclosure under this policy we will (and are required by law) to keep your identity confidential, including any information which may disclose your identity. However, we also have a legal right to share your identity if reasonably necessary to refer an incident to *relevant bodies* (such as ASIC, APRA, or any law enforcement agency) who may wish to pursue the matter. In addition, it is permissible for us to disclose:

- A. information regarding the suspected or actual wrongdoing disclosed without revealing your identity, even where it might lead to your identification;
- B. information other than your identity if it is reasonably necessary for the investigation and all reasonable steps are taken to reduce the risk that you are identified;
- C. your identity, or information likely to lead to your identification to ASIC, APRA, AFP or other permissible body;
- D. your identity, or information likely to lead to your identification, to a legal practitioner for the purposes of obtaining legal advice or representation; or
- E. your identity where you have given consent.

To conduct a thorough investigation and to provide you with appropriate support, we might ask if you consent to us disclosing your identity to specific individuals including members of the senior management team or any other person reasonably necessary to investigate matters which are the subject of your disclosure.

If an *eligible recipient* receives a report from you, they must not reveal your identity, or information likely to lead to your identification, without your consent or without the express permission of the CEO.

Any information released in breach of this Policy will be treated seriously and may result in disciplinary action up to dismissal. A breach of this Policy may also result in criminal sanctions. You should report any suspected breaches of confidentiality to the CEO or the head of legal and compliance.

13 – Accessibility of the policy

This policy is available to all employees on our company policies page (accessible [here](#)).

We will review and update this policy to ensure its ongoing currency as and when required.

It is also available to the public through VivCourt's website (accessible [here](#)).

This policy was last reviewed and update by Legal in May 2024