



# **WHISTLEBLOWER PROTECTION POLICY**

**Hills Limited**

ABN 35 007 573 417



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## 1 Introduction

### 1.1 Hills' Commitment

Hills Limited and Hills Health Solutions Pty Limited ("**Hills**") Whistleblower Protection/Non-Compliance Reporting Policy has been adopted by the Board of Directors ("**Board**") to ensure concerns regarding unacceptable or improper conduct, including breaches of Hills' Code of Conduct, certain offences and conduct that represents a danger to the public or financial system can be raised on a confidential basis, without fear of reprisal, dismissal or discriminatory treatment.

### 1.2 Purpose

The purpose of this Policy is to promote responsible whistle blowing about issues where the interests of others, including the public, or of the organisation itself are at risk, and to provide protection from detriment to whistleblowers.

### 1.3 Who is cover by this Policy?

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

- (a) an officer, director or an employee of Hills or any related bodies corporate of Hills;
- (b) a supplier of goods or services to Hills (whether paid or unpaid) and their employees;
- (c) a relative of any of the individuals referred to in paragraphs (a) and (b) above; and
- (d) a dependant of any of the individuals referred to in paragraphs (a) and (b) above or of such an individual's spouse

(each a **Hills person**).

## 2 Conduct covered by this Policy

A 'whistleblowing disclosure' under the *Corporations Act 2001* (Cth) (**the Act**) can be made by a whistleblower who has reasonable grounds to suspect that the information concerns misconduct or an improper state of affairs or circumstances in relation to Hills (or a related body corporate).

This includes (but is not limited to) where the whistleblower has reasonable grounds to suspect the information indicates that Hills (or a related body corporate), or any of its officers or employees, has engaged in conduct that:

- (a) constitutes an offence under, or contravention of any of the following legislation (or any instrument under them):

<i>Corporations Act 2001</i>	<i>Australian Securities and Investments Commission Act 2001</i>
<i>Banking Act 1959</i>	<i>Financial Sector (Collection of Data) Act 2001</i>
<i>Insurance Act 1995</i>	<i>National Consumer Credit Protection Act 2009</i>
<i>Superannuation Industry (Supervision Act) 1993</i>	<i>Life Insurance Act 1995</i>

- (b) constitutes an offence against any other Commonwealth law punishable by 12+ months' prison;
- (c) represents a danger to the public or the financial system;

- (d) is prescribed by regulation;
- (e) is related to a suspected breach of the Code of Conduct; or
- (f) is related to a breach of any Hills Policy.

(reportable conduct).

## 3 Reporting and investigating unacceptable conduct

### 3.1 Reporting

If a Hills person reasonably suspects that reportable conduct has occurred, then they should make a report to the Chairman of the Audit, Risk and Compliance Committee (ARCC) by sending an email to [ARCCchair@hills.com.au](mailto:ARCCchair@hills.com.au). The person making the report will have the option of either:

- (a) identifying themselves; or
- (b) remaining anonymous.

### 3.2 Investigation

An investigation will only take place if there is objective evidence to support the allegations, or a reasonable suspicion that such evidence may be obtained through further investigation. The investigator appointed by Hills will determine whether the information in the disclosure is proven on the balance of probabilities (i.e. it is more likely than not that the alleged conduct has occurred).

A formal investigation might involve third parties such as lawyers, accountants, consultants or specialist forensic investigators. Relevant evidence will be collected which may include interviewing witnesses.

If the whistleblowing disclosures are proven, the investigator will report the outcome of the investigation to the appropriate decision-maker for further action. Where appropriate, the whistleblower will be advised of the outcome.

If the whistleblowing disclosures are not proven, but there is evidence of other inappropriate conduct, the matter might be referred to the lead of People and Culture team.

If the whistleblowing disclosures are not proven, and there is no evidence of other inappropriate conduct, no further action will be taken and the whistleblower should be advised accordingly, provided that the whistleblowing disclosure was not made anonymously.

### 3.3 Information to include in a whistleblowing disclosure

You can make a whistleblowing disclosure to Hills (or a related body corporate) anonymously or through a pseudonym. If you do choose to remain anonymous, this can make it more difficult to assess and investigate the disclosure. If you choose to identify yourself, the ARCC Chairman is generally required to keep your identity confidential (see point 4.1 below).

If you make a whistleblowing disclosure, you should provide reasonable details to assist the ARCC Chairman to determine the best course of action, such as:

- (a) when and where the relevant events occurred (e.g. dates and times);
- (b) details of anyone involved; and
- (c) any supporting information (e.g. documents, file notes, emails, photographs).

## 4 Protecting the Hills person

### 4.1 Confidentiality

If a Hills person makes a report of reportable conduct under this Policy, and Hills is aware of that person's identity, Hills will not disclose the Hills person's identity, or information that is likely to lead to the identification of the Hills person, unless:

- (a) the Hills person making the report consents to the disclosure; or
- (b) the disclosure is made to:
  - (i) the Australian Securities and Investments Commission (ASIC), the Australian Prudential Regulation Authority (APRA);
  - (ii) where the reportable conduct relates to taxation matters, to the Commissioner for Taxation;
  - (iii) a member of the Australian Federal Police; or
  - (iv) a legal practitioner for the purposes of Hills obtaining legal advice in relation to the operation of whistleblower law.

In addition to the disclosures permitted above, where it is reasonably necessary to allow us to investigate the reportable conduct, Hills may disclose part of the information reported by the Hills person. However, in these circumstances, unless one of the exclusions in section 4.1 applies, we will not disclose the identity of the Hills person and we will take all reasonable steps to reduce the risk of identification.

### 4.2 Protections for whistleblowers under law

The Act and other legislation provide protections to whistleblowers who make eligible disclosures of the kind set out in this Policy.

If a Hills person makes a disclosure that qualifies for protection under the Act:

- (a) that person will not be subject to any civil, criminal or administrative liability (including for making the disclosure);
- (b) no contractual or other remedy may be enforced, and no contractual or other right may be exercised, against that person on the basis of the disclosure;
- (c) information contained in the disclosure cannot be used as evidence against that person in criminal proceedings or in proceedings for the imposition of a penalty, other than proceedings relating to whether the information is false; and
- (d) that person has qualified privilege in respect of the disclosure and a contract to which the person is a party may not be terminated on the basis that the report constitutes a breach of contract.

Whistleblowers are also protected under the Act from "detriment" as a result of making a disclosure. Detriment includes:

- (a) dismissal of an employee;

- (b) injury of an employee in his or her employment;
- (c) alteration of an employee's position or duties to his or her disadvantage;
- (d) discrimination between an employee and other employees of the same employer;
- (e) harassment or intimidation of a person;
- (f) harm or injury to a person, including psychological harm;
- (g) damage to a person's property, reputation, business or financial position or any other damage.

Anyone who victimises, causes or threatens to cause any detriment to a Hills person disclosing reportable conduct under this Policy (or another person who assists or supports that Hills person) because they suspect that person has made, may make, proposes to make, or could make a report, is guilty of an offence and may be liable for compensation for damages.

### 4.3 How Hills will support whistleblowers and ensure they are treated fairly

Hills will support Hills persons who notify us of reportable conduct by:

- (a) complying with this Policy and our obligations under whistleblower legislation;
- (b) ensuring that the confidentiality and privacy of each Hills person is maintained in accordance with section 4.1;
- (c) ensuring that de-identified reports made by Hills persons are only disclosed to those persons within Hills and our related bodies corporate who have a 'need-to-know';
- (d) not doing anything, or allowing anything to be done, that would result in a Hills person suffering detriment as set out in section 4.2;
- (e) ensuring that each person set out in section 3.1, as well as the rest of our senior management team, has read and understands this Policy and our legal obligations to whistleblowers, including the protection from detriment;
- (f) investigating the reportable conduct in accordance with section 3.2; and
- (g) providing information to the Hills person regarding:
  - (i) the progress and outcome of the investigation; and
  - (ii) any action Hills has determined to take to address the reportable conduct.

Hills will make every effort to provide such information within 90 days of the date of the Hills person's initial report; however, where the reportable conduct is complex or required a detailed investigation, we may notify you that a longer period is required. We also note that certain aspects of information relating to the investigation and outcome (such as personal information or commercial in confidence information) may not be able to be provided.

## 5 What conduct is not protected?

- (a) Hills persons who make complaints based on a reasonable belief of reportable conduct can rely on the protection afforded by this Policy. However, disciplinary action may be taken, and the protections afforded under whistleblower legislation and this Policy may not be afforded, to an individual making malicious or vexatious allegations or reports relating to personal work-related grievances.
- (b) Examples of such conduct include (but are not limited to):
  - (i) a grievance about any matter in relation to the discloser's employment, or former employment, having (or tending to have) implications for the discloser

- personally where the matter does not have significant implications for Hills or other companies and does not concern reportable conduct;
- (ii) an interpersonal conflict between the Hills person and another employee;
- (iii) a decision relating to the engagement, transfer or promotion of the Hills person;
- (iv) a decision relating to the terms and conditions of engagement of the Hills person; or
- (v) a decision to suspend or terminate the engagement of the Hills person, or otherwise to discipline the Hills person.

## 6 Policy review, disclosure and contact details

### 6.1 General reporting in whistleblower activity

The Board will be informed of any incidents reported under this Policy.

The ARCC Chairman will maintain a Whistleblower Complaints Register, an example of which is attached as **Appendix A**.

Subject always to our obligations under section 4, this Register (de-identifying parties for the protection of the whistleblower as appropriate as outlined in Section 4.1) will be:

- a) tabled at the Board meeting following a complaint; and
- b) at each Board meeting following, until the matter is closed to the satisfaction of the Board.

### 6.2 Review of this Policy

The ARCC Chairman will use the reports provided under this Policy to monitor and regularly review the effectiveness of the Whistleblower Protection program described in this Policy.

### 6.2 Who to contact

Any questions relating to the interpretation of this Policy should be forwarded to the ARCC Chairman.

## 7 Published

A copy of this Policy is available on the Hills portal and at [www.hills.com.au](http://www.hills.com.au).

8 Appendix A – Whistleblower Complaints Register

			CLAIM DETAILS				ACTION				
Reference Number	Date Received	Source (Internal, Hotline, email, direct email, etc)	Claimant Contact Information (Note: Information blank for internal anonymous claims)		Target of Claim (e.g. person, group, dept, business unit, etc)	Nature of Claim/Concert	Current status notes	Dismissed	Refer to Audit Committee	Refer to Other	Date Resolved



## 9 Document control

<b>Policy Name</b>	Whistleblower Protection Policy
<b>Policy Manager</b>	Company Secretary
<b>Policy Department</b>	Corporate Services
<b>Contact</b>	Email: <a href="mailto:secretary@hills.com.au">secretary@hills.com.au</a>
<b>Approval Authority</b>	Board of Directors
<b>Release Date</b>	26 September 2022
<b>Review Date</b>	As required
<b>Distribution Level</b>	All officers, employees and agents of Hills Group