



Whistleblower Policy

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1 PURPOSE

Steadfast Group Limited ("the Company") is committed to fostering a culture of trust in an environment that encourages reporting of misconduct and unethical behaviour and providing protection to those who speak out. This policy:

1. encourages people to report or disclose corruption, fraud, tax evasion or avoidance, misconduct and improper states of affairs within the corporate sector ("**whistleblowers**"); and
2. provides appropriate protections to whistleblowers to facilitate the uncovering of corporate crime and to combat poor compliance.

This policy provides information on:

1. Application of the policy;
2. How and to whom a report ("**disclosure**") can be made by a whistleblower;
3. How the Company supports and protects whistleblowers;
4. How the Company investigates disclosures made by whistleblowers;
5. How the Company treats people mentioned in a disclosure fairly; and
6. How the policy is to be made available.

2 APPLICATION

Scope

This policy applies to operations and activities across the Steadfast corporate group and the Steadfast Network.

Who can make a report?

It applies to any individual (a whistleblower):

1. who reports or wants to report concerns which she or he may have about misconduct or an improper state of affairs involving the Steadfast corporate group or Network.
2. who is, or has been:
 - a. a staff member or officer of a company in the Steadfast corporate group or Network;
 - b. a supplier of services or goods to the Steadfast corporate group or Network (whether paid or unpaid);
 - c. an employee of that supplier and/or an associate of a company in the Steadfast corporate group or Network; and/or
 - d. a relative, dependant or spouse of any member of staff, supplier, employee of a supplier or associate of a company in the Steadfast corporate group or Network.

What can a whistleblower report?

1. The misconduct or information about an improper state of affairs which a person or whistleblower wishes to disclose may involve:
 - a breach of the law;
 - tax evasion;
 - criminal conduct;
 - fraud or theft;
 - genuine concerns about modern slavery or human trafficking relating to the Steadfast corporate group's people, business or supply chain;
 - a danger to the public or to the financial system; and/or
 - deliberate covering up of information tending to show circumstances of the above conduct which:
 - is a matter of public interest; or
 - concerns a substantial or imminent danger to the health or safety of any person(s) or to the natural environment.

Personal work-related grievances

2. If the information which the whistleblower seeks to disclose relates to a personal work-related grievance and does not involve any alleged or actual victimisation, harm or threat of harm, to the whistleblower, then the disclosure will be dealt with through the Company's agreed grievance procedure.
3. A personal work-related grievance concerns any matter in relation to the whistleblower's employment or former employment which may have implications for the whistleblower personally. This includes interpersonal conflicts, decisions in relation to the transfer, engagement or promotion of the whistleblower, decisions relating to the terms and conditions, suspension or termination of the employment or engagement of the discloser.
4. A person reporting a personal work-related grievance is not entitled to protection as a whistleblower unless the information being disclosed:
 - involves significant implications for the Company or one of its related companies; and
 - concerns certain offences or a danger to the public or the financial system.

Public Interest and Emergency Disclosures

5. If the Company fails to address or act upon a disclosure by a whistleblower and such disclosure was made over 90 days earlier and the whistleblower has reasonable grounds to believe that:
 - the Company has not taken action to address the matters reported;
 - the matters reported are a matter of public interest (**a public interest disclosure**); and/or

- ▶ the matters reported concern a substantial and imminent danger to the health and safety of one or more persons or to the natural environment (**an emergency disclosure**); and
- ▶ the whistleblower identified the previous disclosure to the Company and also informed the Company after the 90-day period that she or he intended to make either a public interest or an emergency disclosure; and
- ▶ the whistleblower made either a public interest disclosure or an emergency disclosure to a Member of Parliament (Federal, State or Territory) or a journalist in either print, radio, TV or electronic media;

then that is also a matter which should be reported to the Company and in relation to which the whistleblower is entitled to protection.

6. The Company encourages whistleblowers to come forward and report any conduct of concern.

Employee training

7. The Company trains its officers and employees on their rights and obligations under this policy. Potential recipients of confidential disclosures are also provided with specific training on how to manage and record concerns raised under this policy.

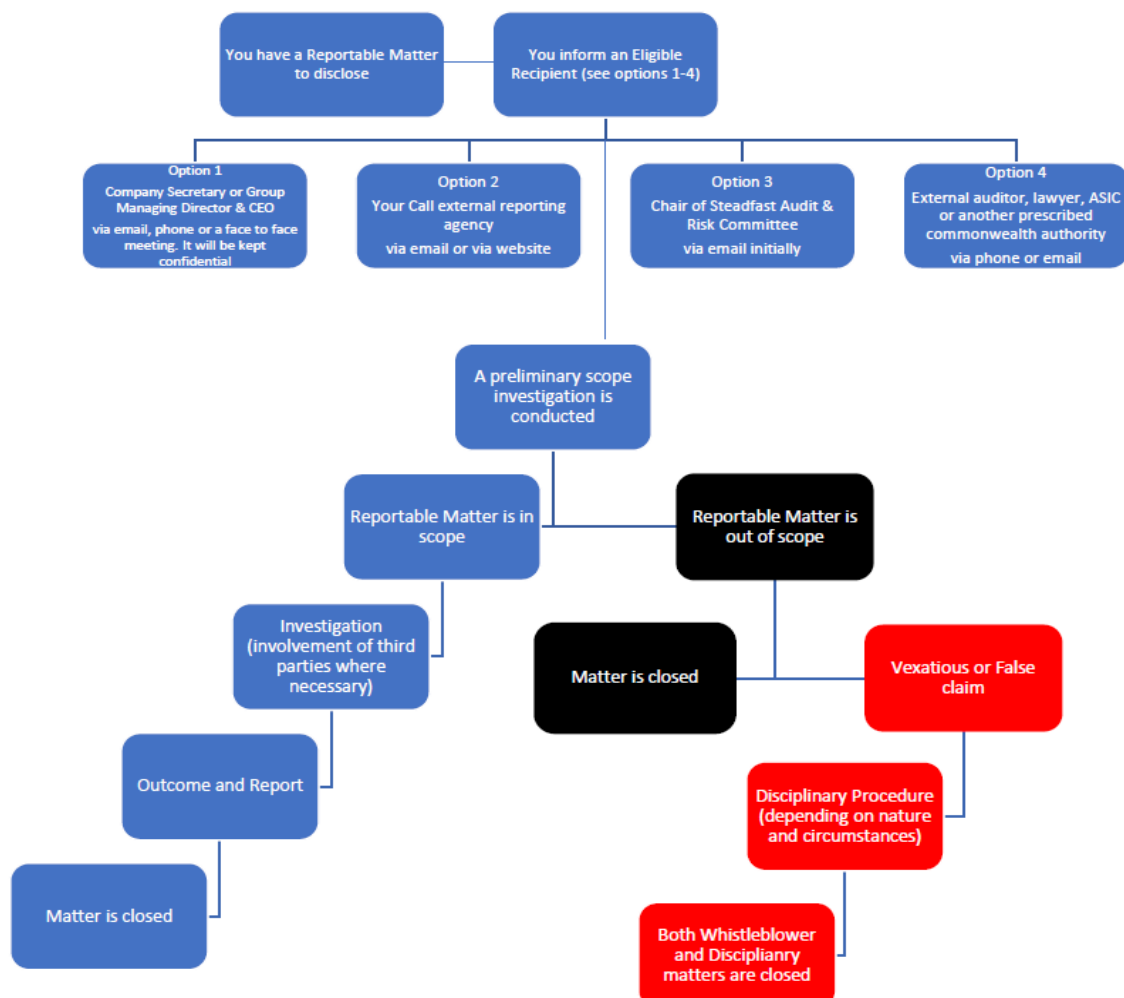
3 INFORMATION ABOUT THE PROTECTIONS AVAILABLE TO WHISTLEBLOWERS

1. A whistleblower who has reasonable grounds for suspicion and reports an issue of concern to the Company is entitled to certain protection at law including:
 - ▶ protection of their identity;
 - ▶ immunity from civil, criminal or administrative liability for reporting that issue;
 - ▶ compensation and/or other remedies (such as injunctions and orders requiring an apology or reinstatement of employment) to compensate for any victimisation, bullying, discrimination, harm or detriment which the whistleblower has suffered as a result of reporting the issue to the Company.
2. If a whistleblower experiences detriment, including any of the following, as a result of making, or considering making a disclosure to the Company or to a regulator, the whistleblower will be entitled to seek compensation or other remedies:
 - ▶ dismissal from employment;
 - ▶ injury in her or his employment;
 - ▶ alteration of an employee's position or duties to her or his disadvantage;
 - ▶ discrimination;
 - ▶ harassment or intimidation;
 - ▶ harm or injury including psychological harm;
 - ▶ damage to a person's property.

3. The law imposes serious penalties upon persons and entities, including the Company, who breach the confidentiality of, or cause harm to, a whistleblower.
4. These penalties may include significant fines and/or imprisonment.
5. If a whistleblower is seeking compensation or some other remedy from another person or entity in relation to harm suffered as a result of whistleblowing, then:
 - the whistleblower has the onus to point to evidence which suggests a reasonable possibility of such harm having occurred; and then
 - the other person bears the onus of proving that the claim is not made out.
6. If anyone would like to obtain more information about the protections available for whistleblowers, please contact the Company Secretary (currently Duncan Ramsay by email on duncan@steadfast.com.au or by phone on 02 9495 6557). If the Company Secretary is unavailable, please contact the General Counsel – Agencies (currently Matt Lewinsohn by email on mlewinsohn@steadfast.com.au or by phone on 02 9307 6656).

4 HOW AND TO WHOM A DISCLOSURE CAN BE MADE BY A WHISTLEBLOWER

1. The process for making a disclosure is set out below. This is not a strict process and there may be minor deviations in the process depending on the nature and circumstance of each disclosure. Further information including contact details for making disclosures are set out in this section below the diagram.



2. Any person who wishes to report an issue or raise a concern under this policy, whether or not a member of staff, should usually first speak to the Chief Risk Officer, Munashe Bhowa (email: munashe@steadfast.com.au), or put the concern in writing to him.
3. If the person does not wish to be identified, they should say this to the senior manager at the first possible opportunity so that appropriate arrangements for confidentiality can be made.
4. If, after speaking with our senior managers nominated in this policy, the person wishes to proceed with disclosing an issue as a whistleblower, the person should make that disclosure in writing to the Company Secretary.
5. Members of staff or indeed any other person(s) who wish to report a concern about misconduct, or an improper state of affairs may also contact:
 - ▶ particularly if the concern relates to the senior manager named above, the Chair of the Audit & Risk Committee, Ms Joan Cleary, who may be contacted on joan.cleary@steadfast.com.au. It may also be appropriate to contact the Chair of the Audit & Risk Committee regarding:
 - potential fraud or misappropriation, weaknesses in internal controls; or
 - the accuracy of the information being provided within the organisation to senior managers or the Board;
 - ▶ the auditor of the Company or a related body of the Company;
 - ▶ a lawyer for the purpose of obtaining advice, or legal representation, in relation to whistleblowing;
 - ▶ ASIC, APRA, the ATO or another prescribed Commonwealth authority; or
 - ▶ any other eligible recipient under the Corporations Act.
6. Whistleblowers may make a report to the Company anonymously. Anonymous reports are much more difficult for the Company to investigate and resolve. The Company encourages whistleblowers to put their name(s) to reports in order to assist the investigating officer as much as possible.
7. Any such communication shall be treated as confidential and should explain whether the matters have previously been discussed with an employee's senior manager and if not, why the employee has chosen to report to the Audit & Risk Committee. The Chair of the Audit & Risk Committee may be contacted for this purpose by email at joan.cleary@steadfast.com.au
8. There may be occasions when it is more appropriate for the member of staff or person with a concern to raise the concern with someone outside the organisation, including the police, ASIC, APRA, ATO or another Commonwealth authority.
9. For these instances, the Company has engaged the services of an external reporting agency Your-Call. The Your-Call reporting options include:
 - ▶ Website: <https://www.whistleblowing.com.au/report>
 - ▶ Email: steadfast@your-call.com.au
10. The primary option for making a Your-Call report is via the website address listed above. The whistleblower will be required to enter Steadfast's unique identifier code SDFL2014 and will

also be given the opportunity to upload any relevant documentation and/or material. This option enables anonymous reports to be made.

11. Your-Call is also available via the email address listed above. The whistleblower will be required to quote Steadfast's unique identifier code SDFL2014. Reports received via email may be required to be entered via the website if appropriate.
12. If a whistleblower has:
 - ▶ previously made a disclosure to ASIC, APRA, the ATO or another prescribed authority and 90 days have passed since the disclosure was made with the whistleblower believing that no action has been taken to address the report; and
 - ▶ if the matter involves a public interest disclosure or an emergency disclosure as referred to in Section 4 of this policy;

then the whistleblower is also able to contact a Member of Parliament (either Federal, State or Territory) or a journalist in print, radio, TV or electronic media to report the matter. Whistleblowers are entitled to protection in relation to public interest and emergency disclosures.

13. The Company encourages anyone who has a concern about any type of improper conduct or the Company's inaction in addressing previous reports or disclosures to contact the senior managers referred to in this policy in the first instance.

5 HOW THE COMPANY SUPPORTS AND PROTECTS WHISTLEBLOWERS

1. Steadfast protects everyone that raises concerns under this policy in the ways outlined. The Company does not regard whistleblowers as sneaks or troublemakers. The Company recognises that a whistleblower usually only decides to express a concern after a great deal of thought. Provided the concern is raised based on reasonable grounds of suspicion, a person who makes a disclosure will not be at risk of losing their job or suffering any form of reprisal for coming forward. It does not matter whether the suspicion proves to be unfounded or real. The Company will not tolerate the harassment or victimisation of anyone who raises a genuine concern and will deal with any such occurrences under the disciplinary and/or harassment procedure.
2. The Company will do everything possible to protect the whistleblower's identity and will not disclose any information which may lead to the identification of the whistleblower without the consent of the whistleblower. If it proves impossible to resolve the matter without revealing the whistleblower's identity, the investigating officer will discuss with the whistleblower whether and how best to proceed.
3. In a very few cases, it may not be possible to ensure complete confidentiality, for example if legal proceedings take place at a later stage, but the Company will do everything possible to support and protect the whistleblower.
4. If a member of staff maliciously or frivolously raises a matter which they know to be untrue or use this process as a mechanism to bully another staff member, (and proven so), this will be regarded as misconduct and will be dealt with through the Company's disciplinary procedure.

5. The Company may also nominate other senior managers or officers who are authorised to receive reports of concern from whistleblowers.

6 HOW THE COMPANY INVESTIGATES REPORTS OR DISCLOSURES MADE BY WHISTLEBLOWERS

1. The senior manager to whom the disclosure is made will note the key points of the concern and check that the whistleblower has a copy of this whistleblowing policy. The senior manager will also assure the whistleblower of confidentiality and other the protections available to whistleblowers under the law.
2. The senior manager will decide what action to take. This may include initiating an internal investigation or more formal inquiry or taking alternative appropriate action. The senior manager will inform the whistleblower who raised the concern about the action to be taken. The whistleblower can request that this be done in writing.
3. The senior manager may ask the whistleblower how they think the matter might best be resolved. If the whistleblower has any personal interest in the matter, it is essential that this is made known to the senior manager at the outset. If the senior manager thinks that a disclosure made by a whistleblower who is a member of staff should be pursued through the grievance procedure instead of through this policy, they will advise the member of staff accordingly.
4. If an investigation is undertaken, the senior manager will keep the whistleblower informed about what is happening, as far as possible. Again, if requested, the Company will make these reports in writing. In some cases, it may not be possible to report to the whistleblower the precise action taken as doing so might, for example, infringe on someone else's confidentiality.
5. Senior management will inform the Chair of the Board Audit & Risk Committee of significant matters as soon as possible. Significant matters include but are not limited to fraud with exposure of \$500,000 and above, and written staff grievances involving Steadfast Directors, direct reports to the Managing Director & CEO and equity broker management with EBITA of \$2 million or more.
6. If the concern involves either the Company Secretary or MD & CEO, the Chair of the Audit & Risk Committee, otherwise the Chair of the People, Culture & Governance Committee, will take the steps above as if they were the senior manager.

7 HOW THE COMPANY ENSURES THE FAIR TREATMENT OF PEOPLE MENTIONED IN A DISCLOSURE

1. In addition to protecting the whistleblower(s) as set out in section 5 of this policy, the Company will also ensure that people mentioned in a report or disclosure by a whistleblower are treated fairly by mandating that any person authorised by the Company to receive reports from a whistleblowers (including senior managers, officers, auditors, actuaries, lawyers and the Chair of the Audit and Risk Committee):
 - are briefed with a copy of this policy annually as part of an annual whistleblower training session;
 - agrees in writing:
 - to abide by the terms of this policy;

- not to disclose to any person or entity, other than to the Board and senior management of the Company, the police, APRA, ASIC, ATO or another authorised Commonwealth authority the identity or contact details of a person referred to within the disclosure; and;
 - not to disclose to any person or entity, other than to the Board and senior management of the Company, the police, APRA, ASIC, ATO or another authorised Commonwealth Government authority the information referred to within the disclosure
2. The Company will deal with any breaches of the policy through the Company's disciplinary procedure.

8 HOW THE POLICY IS TO BE MADE AVAILABLE

1. A copy of this policy will be available on the Company's website and intranet
2. The Board will review this policy annually and recommend any changes to the Board. The Board may, in its discretion, adjust or exclude a specific requirement of this policy from time to time, either generally or on a case by case basis. This policy may be amended, ceased or replaced, by resolution of the Board.

9 USE OF THIS POLICY

1. This policy may be used by any broker in the Company broker network or any company in which the Company holds an equity interest.

10 DEFINITIONS

The following words have special meaning in this document:

Word	Special meaning
Associate	A person connected with the Company
Confidentiality	Ensuring that information is kept in strict privacy.
Detriment	Harm, injury or loss including but not limited to: <ul style="list-style-type: none"> ➤ dismissal from employment; ➤ injury to a person in her or his employment; ➤ alteration of an employee's position or duties to her or his disadvantage; ➤ discrimination between an employee and other employees of the same employer; ➤ harassment; ➤ psychological harm; or ➤ damage to a person's property.
Disclosure	When a whistleblower reports misconduct or an improper state of affairs to: <ul style="list-style-type: none"> ➤ the Company; ➤ an actuary or auditor of the Company; ➤ a lawyer; ➤ the police; or ➤ a regulator;

	<p>that report of information is known as a “disclosure”.</p> <p>Information which can be the subject of a “disclosure” includes, but is not limited to, a suspected contravention by the Company or one of its related companies of:</p> <ul style="list-style-type: none"> ➤ <i>the Corporations Act 2001 (Cth);</i> ➤ <i>the ASIC Act 2001 (Cth);</i> ➤ <i>the Banking Act 1959 (Cth);</i> ➤ <i>the Financial Sector (Collection of Data) Act 2001 (Cth);</i> ➤ <i>the Insurance Act 1973 (Cth);</i> ➤ <i>the Life Insurance Act (1995) (Cth);</i> ➤ <i>the National Consumer Credit Protection Act 2009 (Cth);</i> ➤ <i>the Superannuation Industry (Supervision) Act 1993 (Cth);</i> ➤ <i>the Income Tax Assessment Act 1997 (Cth);</i> ➤ a Commonwealth law that is punishable by imprisonment for 12 months or more; ➤ a danger to the public; ➤ a danger to the financial system; ➤ deliberate covering up of a report or disclosure of misconduct.
Improper state of affairs	A situation that involves or has arisen from conduct that is unacceptable, unprofessional or not in accordance with accepted standards of the law, honesty, morality and decency.
Journalist	<p>A person who is working in a professional capacity for any of:</p> <ul style="list-style-type: none"> ➤ a newspaper or magazine ➤ a radio or television broadcasting service ➤ an electronic service including one provided through the internet that operates commercially and is similar to a newspaper, magazine, radio or television service.
Misconduct	Unacceptable or improper conduct, wrongdoing, unlawful conduct, gross neglect or criminal conduct.
Reasonable grounds to suspect	A belief based on facts and circumstances; more than a guess or a hunch.
Regulator	A government authority which is empowered by legislation to supervise or control a particular business activity including, for example, ASIC, APRA, the ATO or the ACCC.
Whistleblower	<p>A whistleblower is a person who discloses to certain authorised persons concerns or information about misconduct or an improper state of affairs involving the Company or its related companies. Such misconduct may include corruption, fraud, tax evasion or avoidance, a breach of the law or criminal conduct within the corporate sector.</p> <p>The persons authorised to receive a disclosure from a whistleblower include senior managers, auditors, actuaries and the Chair of the Audit and Risk Committee of the Company as well as lawyers, police and regulators.</p>

	<p>In certain circumstances, a whistleblower can make a public interest disclosure or an emergency disclosure to a Member of Parliament (Federal, State or Territory) or a journalist in either print, radio, TV or electronic media.</p> <p>A whistleblower may be a person who is a current or former:</p> <ul style="list-style-type: none"> ➤ officer or employee of the Company; ➤ supplier of goods or services to the Company (whether paid or unpaid); ➤ employee of such a supplier; ➤ associate of the Company; or ➤ relative or dependant of any of the above.
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