

## Why this is important

1. The Whistleblower Policy is intended to promote a culture of conducting our business with honesty, fairness and integrity. Heritage recognises that any genuine commitment to detecting and preventing illegal, dishonest, unfair or other undesirable conduct must include a mechanism to enable individuals to report their concerns freely and without fear of repercussions.
2. Heritage is committed to ensuring all its officers, employees, secondees, contractors (and any employees of contractors) and consultants act at all times in accordance with Heritage's Code of Conduct.
3. Anyone making a disclosure based on reasonable grounds under this Policy should feel confident that they can do so without fear of retaliation.
4. The policy reflects and supports the Heritage strategic direction as it provides a framework to enable staff to speak up to build Heritage as a 'Bank to be proud of'. It also gives effect to our corporate values of Courage and Integrity to call out unacceptable behavior and display our willingness to do what's right.
5. This Policy is designed to achieve these outcomes:
  - a) Promote and encourage disclosures relating to reportable conduct, misconduct or an improper state of affairs or circumstances.
  - b) Establishes mechanisms for making disclosures as a whistleblower.
  - c) Protect the identity, well-being, dignity, career and reputation of whistleblowers making a disclosure based on reasonable grounds.
  - d) Outline the consequences for breaching the Whistleblower Policy.

## Who this applies to and when

6. This Policy may be used by all current and former officers, employees, secondees, contractors or suppliers (and their employees) and consultants of Heritage and its associated entities, including associates and family of these individuals. Anyone making a disclosure under this Policy is deemed to be a Whistleblower.
7. It applies to anyone making a disclosure in accordance with this Policy, clearly indicating that the disclosure is made under the Whistleblower Policy.
8. In some circumstances, such as a Disclosure to the Heritage external reporting service or relating to nil or insufficient action taken on a previously reported matter, the disclosure may be deemed to be made under this Policy without the need for a clear indication by the Whistleblower.

## Requirements

9. This Policy is available to all staff of Heritage and is also publicly available. Heritage staff can access this Policy through the internal intranet (HiVE). It is publicly available through the Heritage external website.
10. The Whistleblower Procedure (**Procedure**) sets out the mechanisms and processes

adopted by Heritage to meet the requirements of this Policy. This Policy should be read in conjunction with the Procedure. The Procedure can be accessed by Heritage staff through the internal intranet (HiVE). The Procedure is also publicly available through the Heritage external website.

11. A whistleblower disclosure can be made where the Whistleblower has reasonable grounds to suspect reportable conduct, misconduct or an improper state of affairs or circumstance within Heritage or an associated entity. Further information regarding disclosures that qualify for protection (including guidance on 'reasonable grounds') is outlined in the Procedure (paragraphs 6 to 19 and Attachment 2 at paragraph 2.1).
12. There are a number of other Heritage policies that also provide for the reporting of matters that may be considered as reportable conduct. The Whistleblower Policy compliments these reporting structures.
13. Heritage will provide appropriate structures to facilitate reporting Whistleblower disclosures. In addition to internal reporting structures, Heritage will also maintain an independent external hotline service for reporting Whistleblower disclosures. Further information regarding how to make a disclosure and eligible persons to receive disclosures is outlined in the Procedure (paragraphs 6 to 19 and Attachment 2 at paragraph 2.1).
14. Whistleblower disclosures may be made anonymously.
15. The identity of the Whistleblower will be kept confidential by all Heritage employees with involvement with the Whistleblower's disclosure, unless the Whistleblower consents to their identity being disclosed or the disclosure of their identity is required by law.
16. Heritage will identify a Whistleblower Investigation Officer to accept and investigate Whistleblower disclosures, and a Whistleblower Protection Officer to safeguard Whistleblower interests.
17. All Whistleblower disclosures will be subject to an appropriate investigation conducted by the Whistleblower Investigation Officer. During the investigation process, fair treatment will be provided for anyone mentioned in a disclosure or to whom the disclosure relates. Further information regarding the investigation process and how fair treatment will be ensured, is outlined in the Procedure (paragraphs 21 to 28 and Attachment 1).
18. Whistleblowers who report matters on reasonable grounds will not be penalised, disadvantaged or suffer a detriment initiated by Heritage because they have reported a matter.
19. Despite the immunity from action for the act of disclosing a reportable matter, Heritage may initiate disciplinary action for involvement by the Whistleblower in the substance of the matter disclosed. A Whistleblower who has been involved in the reported matter may nonetheless be provided with immunity from Heritage initiated disciplinary proceedings, by agreement with Heritage.
20. Any employee or manager who is found to have penalised, disadvantaged or caused a detriment to a Whistleblower by reason of their status as a Whistleblower, may be subjected to disciplinary measures, including summary dismissal. Under the law, such employees or managers may also be liable to compensate the Whistleblower in accordance with legislation. Further information regarding the remedies available to Whistleblowers is outlined in the Procedure (Attachment 2 paragraph 2.5).
21. Heritage will implement appropriate measures to protect and support Whistleblowers, including relocation or leave of absence. Further information regarding the protections and support available to Whistleblowers is outlined in the Procedure (paragraphs 29 to 32 and Attachment 2 paragraphs 2.2 to 2.4).
22. Where it is established by the Whistleblower Investigations Officer that the Whistleblower has no reasonable grounds for the Whistleblower Disclosure, or has made a false report

of reportable conduct, then he or she may be subjected to disciplinary proceedings, which may include dismissal. Any such disciplinary proceedings will be conducted in accordance within existing Human Resources policies and procedures.

23. Heritage will implement appropriate reporting mechanisms to inform the Board of whether any disclosures have been made on a regular basis. The findings of the Whistleblower Investigation Officer and Whistleblower Protection Officer will be reported to the Board and appropriate Heritage officers. Further information regarding the reporting of disclosures to the Board is outlined in the Procedure (paragraphs 33 and 34).
24. Heritage is committed to assessing the findings and recommendations of any investigation with a view to rectifying any wrongdoing as far as is practicable in the circumstances.
25. Where an actual or reasonable perceived conflict of interest arises between the substance of a disclosure and any Heritage staff with accountabilities under this Policy, a suitable alternate staff member or officer will take carriage of the matter as appropriate.
26. This policy does not prevent a Whistleblower from reporting any matter to a regulator under an applicable law or prudential standard. Further information regarding disclosures to regulators (and public interest and emergency disclosures) is outlined in the Procedure (paragraphs 16 to 18).
27. Any staff member found to have breached this Policy will be subject to disciplinary action, which may include termination of employment.

## Accountabilities

28. The specific accountabilities to this policy appear in the table below:

POSITION	ACCOUNTABILITIES
<b>Heritage Board</b>	<ul style="list-style-type: none"> <li>• Ensure that Heritage has an effective program for Whistleblower protection.</li> <li>• Reviewing and approving the Policy.</li> <li>• Reviewing compliance with the Policy.</li> <li>• Ensuring a Whistleblower Protection Officer is appointed.</li> <li>• Ensuring a Whistleblower Investigations Officer is appointed (that is a separate individual to the Whistleblower Protection Officer).</li> <li>• Reviewing reports on Whistleblower activity.</li> </ul>
<b>Chief Executive Officer</b>	<ul style="list-style-type: none"> <li>• Establishing an effective program for Whistleblower protection.</li> <li>• Establishing and maintaining a dedicated, highly visible means for the reporting of reportable conduct.</li> </ul>
<b>Whistleblower Investigation Officer</b>	<ul style="list-style-type: none"> <li>• Receiving reports of reportable conduct directly from Whistleblowers, or through an eligible internal report recipient or the external reporting hotline.</li> <li>• Investigating the substance of the report from the Whistleblower.</li> </ul>
<b>Whistleblower Protection Officer</b>	<ul style="list-style-type: none"> <li>• Safeguarding the interests of the Whistleblower in terms of this policy and the policies of Heritage and any applicable legislation.</li> </ul>

## Contacts for Questions & more Information

29. This Policy is owned by the Chief People Officer. If you would like more information or have any questions about this Policy, you should contact:

Mr Anthony Johns, Manager Employee Relations

Telephone (07) 4694 9288

Email [johns.a@heritage.com.au](mailto:johns.a@heritage.com.au)

## Definitions

30. In this Policy the words listed below have the meanings shown below:

<b>Detriment</b>	means dismissal, demotion or other form of injury to their employment, alteration of an employee's position or duties to their disadvantage, any form of harassment or intimidation, harm or injury (including psychological harm), damage to property, reputation, business or financial position, discrimination, bias or any other damage.
<b>Disclosure</b>	means a report made under the Policy by a Whistleblower of reportable conduct, misconduct and/or an improper state of affairs (including, but not limited to, conduct of the type referred to in paragraph 6 of the Procedure).
<b>Heritage</b>	means Heritage Bank Limited and all related entities.
<b>Improper State of Affairs or Circumstances</b>	means policies, practices, acts or conduct, while not unlawful, that are unethical, unconscionable or fall below reasonable community standards and expectations.
<b>Misconduct</b>	means acts or conduct in breach of the standards and duties required in employment including but not limited to theft, fraud, deception or dishonesty, breach of duty, illegal or unlawful acts or conduct, corruption, conflict of interest, negligence, default, serious breach of policy or procedure, disrepute, breach of trust or good faith duty.
<b>Officer</b>	means an Officer (as defined in the Corporations Act) of Heritage which includes a director of Heritage, a company secretary of Heritage or a member of the Heritage Senior Executive Group.
<b>Reportable Conduct</b>	means breaches of the Code of Conduct, or activities that could be damaging to our members, employees or the community.
<b>Whistleblower</b>	means current and former Officers, employees, secondees, contractors or suppliers (and their employees) and consultants of Heritage and its associated entities, including associates and family of these individuals, who attempts to make or wishes to make a report in connection with reportable conduct, misconduct or improper state of affairs or circumstances under this Policy and avail themselves of the protections offered by this Policy.

## Policy Information

<b>Effective from</b>	27 May 2022		
<b>Owner</b>	Chief People Officer	Margo Dewar	1 May 2022
<b>Approver</b>	Heritage Board		26 May 2022
<b>NEXT Review due:</b>	1 April 2023		
<b>Related documents</b>	<ul style="list-style-type: none"><li>• Code of Conduct</li><li>• Whistleblower Procedure</li></ul>		

## Document History

<b>Version</b>	<b>Date</b>	<b>Amended by</b>	<b>Details of amendment</b>
1	08 January 2019	Anthony Johns	Draft of Whistleblower Policy
2	12 March 2021	Anthony Johns	Policy formatted into Policy Template
3	19 November 2021	Anthony Johns	<ul style="list-style-type: none"><li>• Details provided of how the Policy can be accessed.</li><li>• Inclusion of director of Heritage and company secretary of Heritage in the definition of "Officer"</li><li>• 'Reasonable grounds' clarified.</li><li>• Inclusion of fair treatment during the investigation process.</li><li>• Clarification of immunity for making a disclosure and disciplinary action for involvement in the substance of the matter disclosed.</li><li>• Improved cross referencing between the Policy and Procedure.</li><li>• Clarification that the Policy and Procedure must be read in conjunction.</li></ul>
4	12 April 2022	Anthony Johns	<ul style="list-style-type: none"><li>• Definition of Disclosure amended to include misconduct and/or an improper state of affairs.</li><li>• Definition of Misconduct amended to include breach of duty and default.</li></ul>