



# Whistleblower Policy

## Purpose

oOh!media Limited and its related entities (oOh!, we, our, us, Group) are committed to maintaining an ethical workplace. This Whistleblower Policy is aligned to oOh!'s values and Code of Conduct and is one of a number of important policies oOh! has to support ethical and honest behaviour.

This Whistleblower Policy supports and provides a safe and confidential environment for people to raise issues without fear of reprisal, dismissal or discriminatory treatment.

The aim of the Policy is to encourage people to raise concerns and make them feel confident about doing so, by offering a reporting and investigative mechanism that is objective, confidential and independent and protects them against reprisal or disadvantage. This helps oOh! to identify matters that need to be addressed, which supports our values, culture and corporate wellbeing and our long-term sustainability.

## Structure and contents of this Policy

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## Application of Policy

This Policy covers all oOh! people including:

- officers, employees and former employees
- contractors and employees of contractors
- suppliers of services or goods (whether paid or unpaid) and employees of those suppliers
- consultants, auditors, advisers and
- individuals who are associates of any oOh! Group company, and includes relatives and dependents of any of those persons.

Not all disclosures by these people are covered by this Policy. See 'Disclosures that are not covered by this Policy' at page 7.

**IMPORTANT: oOh! people do not need to claim to be whistleblowing for this Policy to apply.**

If they disclose suspected serious misconduct to any oOh! director or oOh! senior manager, this Policy applies.

For more reporting options see 'How to Report' page 3.

### Whistleblowing

means

"the deliberate voluntary disclosure of individual or organisational malpractice by a person who has or had privileged access to data, events or information about an actual suspected or anticipated wrongdoing within or by an organisation that is within its ability to control."

## Reports and reporting

### What to report

This Policy is intended to address all serious misconduct – (including any improper state of affairs being allowed to exist) which we have called **Reportable Conduct** for the purpose of this Policy.

This includes, but is not limited to, any actual or suspected:

- criminal, dishonest, fraudulent, misleading, deceptive, unethical, illegal or corrupt behaviour
- breach of regulations, legislation or oOh! policies, including the Code of Conduct or inappropriate workplace behavior, or other failure to comply with any legal or regulatory obligation
- concealment of any such behaviour or breach
- unsafe work practices, environmental or health risks and
- any conduct deliberate or otherwise, that may cause material financial, non-financial or reputational risk to oOh!.

**TIP:** If you are unsure if an activity is reportable, you can call an independent third party called The Ethics Centre and use their ETHI-CALL helpline to discuss the situation with qualified people on a confidential basis. This service is completely independent and can be used as a sounding board to help achieve clarity around the situation.

For further information about this service or to book a call, visit [www.ethics.org.au/consulting-and-leadership/ethi-call/](http://www.ethics.org.au/consulting-and-leadership/ethi-call/)

Some examples of **Reportable Conduct** include:

- illegal conduct, such as:
  - theft, fraud, money laundering
  - illicit drug use/dealing
  - violence, threatened violence
  - offering or accepting a bribe
- financial irregularities
- workplace bullying or harassment
- engaging in or threatening to engage in detrimental conduct against a person who has made a disclosure or is believed or suspected to have made or be planning to make a disclosure under this Policy.

See page 6 for disclosures that are not covered by this Policy.

## How to report

Any report under this Policy can be made via any of the means set out below, noting that the most appropriate means may depend on the matter and the person who is the subject of the matter and that reports may be made anonymously and/or confidentially, securely and outside of business hours:

- Contact officers or senior managers of oOh! including Chief People and Culture Officer, General Counsel, CEO or CFO or the Chair of the Audit, Risk and Compliance Committee<sup>1</sup>.
- Call the independent Whistleblower Service in Australia 1800 173 918 or New Zealand 0800 403 478 24 hours a day, 7 days a week.
- In addition, an online service [whistleblower@deloitte.com.au](mailto:whistleblower@deloitte.com.au) is available 24 hours a day. This service helps protect the identity of the reporter if requested.
- Further details on the process are available at: [www.whistleblower.deloitte.com.au](http://www.whistleblower.deloitte.com.au).

Disclosure of Reportable Conduct must be based on information that is known to the person making the disclosure. That person must have reasonable grounds to suspect the alleged Reportable Conduct has occurred or is likely to occur.

When making a disclosure of Reportable Conduct, whistleblowers are encouraged:

- to communicate clearly that they are making a disclosure of Reportable Conduct; and
- to provide as much information as possible, including any known details related to the Reportable Conduct and any steps taken to disclose the matter elsewhere in an attempt to resolve the concern.

Whistleblowers are not expected to investigate their concerns or to prove their validity before making a disclosure of Reportable Conduct.

Nothing in this Policy should be taken as restricting anyone from reporting any matter or providing any information to a regulator, such as the Australian Securities and Investments Commission (ASIC), oOh!'s auditor or a member of the audit team or any other person in accordance with any relevant law, regulation or other requirement.

**IMPORTANT:** The Group will not prevent a person (whether through a confidentiality agreement or otherwise) from making a disclosure of Reportable Conduct to a regulator, the police or a legal practitioner. Refer also to Attachment 1: Protected Disclosures: Additional Protections and Benefits under Australian law.

## Reporting anonymously

A person may make a report about Reportable Conduct anonymously or may place restrictions on who knows their identity. The Group will comply with these requirements and will still use best endeavours to investigate the report. However, there may be limitations in investigating a matter where a whistleblower does not consent to disclosure of their identity. For this reason, the Group encourages whistleblowers to share their identity wherever possible as this will make it easier for the Group to fully investigate the report and to provide the person with the support and protections described in this Policy.

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<sup>1</sup> At May 2022, the officeholders for these roles are, respectively, Raechel Gavin, Maria Polczynski, Cathy O'Connor, Sheila Lines and David Wiadrowski.

If a person wishes to remain anonymous, they are encouraged to remain in contact with the Group and maintain ongoing two-way communication with the Group so that follow-up questions may be asked and the Group can provide feedback.

Reports may be made anonymously and still be protected under the applicable law. Anonymous reports are most easily made using our external whistleblower service, as outlined on page 2.

## Protected Disclosures

Protections under the Corporations Act 2001 (Cth)<sup>2</sup> apply when a person makes a report that meets the 3 conditions outlined in Attachment 1 (referred to in this Policy as a **Protected Disclosure**).

Some of these protections (including confidentiality and protection against detriment) are applied by oOh! to all disclosures made under this Policy, whether or not they are also Protected Disclosures. However, a Protected Disclosure also has the benefit of extra protections and benefits under the law, as set out in Attachment 1.

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## Whistleblower protections ... and their limits

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### Confidentiality of a whistleblower's identity

Where matters of Reportable Conduct are raised based on reasonable grounds to suspect, oOh! will provide a safe and confidential environment so the matter can be dealt with appropriately.

Whistleblowers have statutory rights<sup>3</sup> to confidentiality. These are intended to protect the whistleblower's identity.

Protecting the whistleblower is of paramount importance and all information will be treated as strictly confidential. Where the identity of the whistleblower is known (e.g. via direct contact with Management), where possible and practicable, oOh! will keep the whistleblower informed of the actions taken in relation to the report.

The Group will take disciplinary action, which may include dismissal, against any person who makes an unauthorised disclosure of the identity of a person who makes a disclosure of Reportable Conduct under this Policy or of information that is likely to lead to the identification of that person.

For further information about 'Protected Disclosures' see Attachment 1 - Protected Disclosures: Additional Protections and benefits under Australian law.

It is an offence under Australian law for a person who has directly or indirectly obtained information about the identity of a person who has made a protected disclosure, to disclose the identity of that person or information that is likely to lead to the identification of that person, without authorisation or in accordance with applicable laws.

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<sup>2</sup> Similar protections exist under taxation laws, in respect of disclosures concerning taxation matters.

<sup>3</sup> Statutory rights are legal rights granted by a statute, in this case the Corporations Act 2001 (Cth) or the Taxation Administration Act 1953 (Cth).

It is possible that someone might deduce your identity without there having been a breach of confidentiality, if the nature of your report points to one particular individual having made it, or otherwise as a consequence of the nature of the investigation process.

## Support for whistleblowers and protection against detriment

oOh! recognises that "whistleblowing" can be stressful and difficult to do. Provided you are acting based on reasonable grounds to suspect misconduct and you have not yourself engaged in serious misconduct or illegal conduct, to the maximum extent possible you will not be subject to disciplinary sanctions by oOh! in relation to any matters you report.

All reasonable steps will be taken to ensure that a whistleblower will not be subject to any form of detriment or prejudice, because they have made a report. However, this Policy will not protect the whistleblower if they are also involved in or connected to the improper conduct or illegal activities that are being reported.

All employees must abstain from any activity that is or could be perceived to be victimization or harassment of persons who make disclosures under this Policy. oOh! will take disciplinary action, which may include dismissal, against any person who causes detriment or threatens to cause detriment to a person because they believe or suspect that the person has made, proposes to make or could make a report under this Policy.

For the purposes of this Policy, and protections of whistleblowers from detriment, '**detriment**' includes but is not limited to:

- dismissal,
- injury of a person in his or her employment or engagement,
- demotion or alteration of a person's position or duties to his or her disadvantage,
- victimization or discrimination,
- harassment, intimidation,
- harm or injury to a person including psychological harm,
- damage to a person's property, reputation, business or financial position, and
- any other damage to a person.

Australian law provides that a court may order that a whistleblower be paid compensation in respect of any loss or damage suffered or obtain other remedies.

If suffering any form of victimization after raising a whistleblowing complaint that attracts the Protections under Australian Law outlined in Attachment 1, additional remedies apply. See further Attachment 1.

## Whistleblower Protection Officer

The Chief People and Culture Officer, or authorised delegate, is appointed as the Whistleblower Protection Officer<sup>4</sup> with power and duties consistent with applicable Australian law and Australian standards. The Whistleblower Protection Officer is responsible for:

- protecting disclosures and those making them, including protection from detriment
- ensuring the integrity of the reporting mechanism as a safe one in which any whistleblower may have confidence.

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<sup>4</sup> At May 2022, the Whistleblower Protection Officer is Raechel Gavin, CPCO.

The Whistleblower Protection Officer must not also serve on the WB Review Committee nor as an investigator, as these functions may conflict with the responsibilities of the Whistleblower Protection Officer.

The Whistleblower Protection Officer has access to independent advisers as and when required.

If a person is unsure whether something they are concerned about is Reportable Conduct, they may seek confidential guidance from the Whistleblower Protection Officer. They may also contact ETHI-CALL for guidance, as set out in the TIP on page 2.

## False Reporting

All reports must be honest and genuine, based on information of facts and/or circumstances that you believe provide a reasonable basis for the report. While honest mistakes can happen, repeated reports about trivial matters may suggest this standard is not met.

A false report of a Reportable Conduct could have significant effects of oOh!'s reputation and the reputation of other persons and could also cause considerable waste of resources.

Any deliberate false reporting of alleged Reportable Conduct, whether under this Policy or otherwise, will be treated as a serious disciplinary matter.

## Disclosures that are not covered by this Policy

Disclosures of information that is not about Reportable Conduct are not covered by this Policy and do not qualify for protection under the Corporations Act. In particular, disclosures that relate solely to **personal work-related grievances are not covered by this Policy**.

A matter is a personal work-related grievance if it relates to a person's employment or former employment with the Group and has implications for them personally but:

- does not have significant broader implications for the Group; and
- does not relate to anything done or alleged to be done by the person in relation to Reportable Conduct.

### **Matters that might constitute personal work-related grievances include:**

- a decision relating to a person's engagement or the terms and conditions of engagement, including a decision regarding any transfer or promotion applied for;
- raising with the person matters relating to their performance in their role, or any other matters arising in the ordinary course of their engagement;
- any investigation of alleged misconduct by the person, or a decision to take disciplinary action, suspend or terminate their engagement; or
- an interpersonal conflict between the person and another employee.

Sometimes a disclosure about one of these matters may also constitute a report about Reportable Conduct, for example if the disclosure relates to information that suggests misconduct beyond a person's own circumstances or a larger or more systemic issue about the culture or environment of the Group.

If a person believes that this describes their situation then it is recommended that they seek advice from the Whistleblower Protection Officer.

If a person does have a personal work-related grievance that does not involve any Reportable Conduct, but they would like internal assistance to resolve that grievance refer to the internal [Grievance Handling Practice Note](#).

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## Processing Reports

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### Investigation

Reports will be assessed initially by the WB Review Committee, which will recommend an appropriate course of action for investigation of the Reportable Conduct.

Reportable Conduct will be investigated if it contains sufficient information to form a reasonable basis for investigation. The purpose of the investigation is to determine whether or not the Reportable Conduct raised is substantiated, with a view to oOh! rectifying any wrongdoing uncovered to the extent that this is practicable in all the circumstances.

Investigation processes and the composition of the WB Review Committee will vary depending on the precise nature of the conduct being investigated as well as on the nature of the report, the amount of information provided and how the report was made.

Investigations of Reportable Conduct will be managed in a manner that is confidential, fair, independent and objective. To ensure fairness and independence, investigations need to be independent of the discloser, the individuals who are the subject of the disclosure and the department or business unit involved.

Wherever possible, the whistleblower will be informed of the outcome of the investigation subject to any privacy and confidentiality rights of others, within a reasonable time.

### Fair treatment of employees mentioned in a disclosure

Any oOh! Staff the subject of, or mentioned in, any whistle-blower disclosure will be:

- informed about the matter in accordance with principles of natural justice and procedural fairness;
- given a reasonable opportunity to put their case to the WB Review Committee or other investigation officer if any investigation is conducted; and
- informed of the outcome of the investigation (but will not be given a copy of the investigation report).

This applies also in respect of Protected Disclosures.

### If disclosure not substantiated

Where an investigation does not substantiate a disclosure, the fact that an investigation has been carried out, the results of the investigation, and the identity of any person the subject of the report (whose conduct is investigated) will remain confidential, unless the subject of the report requests otherwise.

#### WB Review Committee

oOh!'s WB Review Committee is generally comprised of any two out of the CEO, CFO, General Counsel and the Chair of the Audit, Risk and Compliance Committee.



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## This Policy

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### **Access to this Policy**

This Policy will be made available in the Corporate Governance section of the Group's website and the Group's intranet.

A copy may also be obtained from the Whistleblower Protection Officer.

### **Training**

The Group will provide training to employees in respect of their rights and obligations under this Policy and will provide training to managers and others who may receive disclosures made under this Policy on how to handle those disclosures.

### **Reporting and Governance**

The Board of oOh!, through the Audit, Risk and Compliance Committee, governs and is responsible for the ultimate decision-making power regarding reports and investigations under this Policy.

Following good governance practices, all reports are confidentially shared with the Audit, Risk and Compliance Committee. The identity of the whistleblower is not disclosed at any stage without consent.

### **Monitoring and review**

The effectiveness of this Policy is monitored by the Audit, Risk and Compliance Committee as part of its annual review of the governance framework. In assessing its effectiveness, the Committee will consider:

- the number and type of reports made under this Policy
- actions by managers to raise awareness of this Policy
- any evidence as to awareness of this Policy by those whose disclosures may be protected by it such as in responses to survey results.

This Policy will be reviewed regularly by the Board and any amendments will be communicated to all oOh! officers and employees.

### **For more information**

If you have questions about the content of this Policy, please contact the Chief People and Culture Officer, the General Counsel, a Company Secretary, the CFO or the CEO.



## ATTACHMENT 1 - PROTECTED DISCLOSURES:

### ADDITIONAL PROTECTIONS AND BENEFITS UNDER AUSTRALIAN LAW

#### When a report or disclosure is a Protected Disclosure under Law

##### Protected Disclosures

The Corporations Act 2001 (Cth) (Corporations Act) gives special protection to whistleblowers who make disclosures about any misconduct or improper state of affairs relating to the Group if the 3 conditions below are satisfied. These may be satisfied even in the case of an anonymous disclosure:

1. The whistleblower is or has been:
  - an officer or employee of a Group company;
  - an individual who supplies goods or services to a Group company or an employee of a person who supplies goods or services to a Group company;
  - an associate of a Group company;
  - an individual who is an associate of a Group company; or
  - a relative, dependent or spouse of any individual referred to above.
2. The report is made to:
  - an officer or senior manager of the Group company concerned;
  - the Group's external auditor (or a member of that audit team);
  - Australian Securities and Investments Commission (**ASIC**)<sup>5</sup>;
  - the Australian Prudential Regulation Authority (**APRA**)<sup>6</sup>; or
  - a legal practitioner\* for the purpose of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the Corporations Act.
3. The disclosure is of information<sup>7</sup> about any actual or reasonably suspected:
  - misconduct; or
  - improper state of affairs; or
  - conduct by any oOh! company or any officer or employee of any oOh! company that constitutes:
    - a breach of the Corporations Act or the ASIC Act or
    - an offence under a law of the Commonwealth punishable by 12 months or more imprisonment or
    - a danger to the public

\*In the case of a disclosure to a legal practitioner the disclosure also attracts the protections if for the purposes of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the Corporations Act. This remains

<sup>5</sup> ASIC regulates companies including under the Corporations Act, as is relevant to oOh!

<sup>6</sup> APRA regulates financial institutions, including banks and insurers, rather than companies such as oOh!,

<sup>7</sup> For companies engaged in providing financial services (such as banking and insurance) additional information and laws are also relevant.

protected, even if the legal practitioner concludes that a disclosure does not relate to a matter that falls within paragraph 3.

Similar protection exists for disclosures related to the tax affairs of an entity under the Taxation Administration Act 1953 (Cth) (Taxation Administration Act). The Tax Administration Act 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 person considers the information may assist in the recipient of that information to perform functions or duties in relation to the tax affairs of the entity or an associate.

Aside from making a disclosure under this Policy, individuals are free to make a Protected Disclosure at any time directly to an external party, such as ASIC, APRA and the Australian Federal Police (AFP), as provided for in the Corporations Act or under any other law.

### **Public interest disclosures and emergency disclosures are also Protected Disclosures**

In limited circumstances, the Corporations Act permits a person to make a report about Reportable Conduct to a member of the Federal Parliament or a State Parliament or to a journalist and for that report to qualify as a Protected Disclosure under whistleblowing laws. These are public interest disclosures or emergency disclosures.

A person may only make a report through these channels if:

- they have previously reported the misconduct or improper state of affairs to ASIC or APRA and certain time periods have passed since the previous disclosure was made;
- they have given oOh! written notice of their intention to make such a report;
- the report constitutes a "public interest disclosure" or an "emergency disclosure" within the meaning of the Corporations Act; and
- the information in the report is strictly limited to the information necessary to make the relevant type of disclosure.

If any of these conditions are not met, the information disclosed will not be a Protected Disclosure and the person is not protected by whistleblower protection laws from civil or criminal liability for making the disclosure.

It is important for the person making the disclosure to understand the criteria for making a public interest or emergency disclosure if it is to be covered by the whistleblower protection laws.

The Group recommends that a person considering making such a disclosure obtain independent legal advice to ensure that they understand these conditions if they are considering making a public interest disclosure or emergency disclosure.

### **Additional protections for Protected Disclosures: Protection against legal actions**

Unless a Protected Disclosure is deliberately false, a person who makes a Protected Disclosure will not be subject to any civil, criminal or administrative liability for making the report and no action, claim or demand may be taken or made of or against the person for making the disclosure.

A person who has made a report is taken not to have committed any offence against any legislation which imposes a duty to maintain confidentiality with respect to any information disclosed.

You will not, however, be protected from civil or criminal liability for any of your conduct which may be revealed by the Protected Disclosure. However, if you report such conduct and actively cooperate in an investigation in which you may be implicated, there may be cases where the fact you have made a disclosure will be taken into account as a mitigating factor when determining actions which may be taken against you.

## **Additional benefits for Protected Disclosures: remedies available under Australian Law**

If a whistleblower suffers detriment as a result of making a Protected Disclosure, the whistleblower has particular remedies available by law. These include obtaining compensation, but also may include:

- an apology
- reinstatement of employment (if applicable)
- the grant of an injunction to prevent or stop or remedy the effects of any detrimental conduct
- exemplary damages and/or
- any other order the Court may think fit.

If a whistleblower claims that they have suffered detriment in respect of a Protected Disclosure and this goes to Court, in most cases the Court will not order the whistleblower to pay costs in respect of the litigation, including any appeals. The only exceptions are if:

- the claim is vexatious/without reasonable cause or
- the whistleblower's unreasonable act / omission caused the costs to be incurred.

- end-

### **Document history - Not part of this Policy:**

|  |               |
|--|---------------|
| Board adopted  | February 2019 |
| Update for 4 <sup>th</sup> edition ASX Corporate Governance Principles and Recommendations approved by Board | December 2019 |
| Update for ASIC comments late 2021-2022 and approved by Board  | 24 June 2022  |