

## 1. Policy statement

IMB Ltd (IMB) and its subsidiaries are committed to complying with all applicable laws and ensuring that at all times, IMB and its employees engage in appropriate conduct. IMB has communicated a set of corporate values through the IMB Code of Conduct to all employees and is committed to ensuring these are upheld.

IMB encourages people to speak up when they see activity or behaviour that they feel is wrong or does not align with IMB's values and regulatory obligations.

IMB has established processes for raising matters of concern in the ordinary course business. For example, employees may raise concerns through normal business channels which include informing a line manager or an Executive Manager or a member of the People & Culture department for personal work-related grievances and other staff-related matters. Employees are also trained how to report complaints and risk and compliance incidents through IMB's enterprise-wide risk management systems which are overseen by IMB's Risk and Legal and Compliance functions.

However, there may be situations where a person is unable, or does not feel comfortable raising their concerns in the ordinary course of business, including because they require confidentiality and protection. In those circumstances, IMB encourages employees to raise their concerns in accordance with this Policy.

The purpose of this policy is to:

- a) encourage the reporting of disclosable matters, including non-compliance with legislation or a prudential standard;
- b) enable IMB to effectively deal with reports from whistleblowers in a way that will protect the identity of the whistleblower;
- c) provide for and detail the protections to be afforded to whistleblowers, as per the provisions of the Whistleblower Act;
- d) provide information to prospective whistleblowers regarding how they can make disclosures and how they will be supported by IMB, together with information regarding how their reports will be investigated.

This policy applies to all of IMB's subsidiaries, businesses, divisions and offices. It also applies across all jurisdictions where IMB and its subsidiaries operate.

This policy should be read in conjunction with the Whistleblower Procedure at Annexure A (the Procedure), which sets out the procedure to be followed with respect to disclosures to be made in accordance with this policy. The program of work conducted pursuant to this policy and the Procedure, is referred to as the Program.

This whistleblower policy takes into account the provisions of:

- *Part 9.4AAA of the Corporations Act 2001 (Whistleblower Act)*, to the extent relevant to IMB or its subsidiaries;
- *Tax Administration Act 1953 (Cth)* (refer to **Annexure B:Taxation Whistleblower Guidance**), to the extent relevant to IMB or its subsidiaries;
- ASIC Regulatory Guidance RG 270:Whistleblower Policies;
- the requirements of Australian Prudential Standard 510 Governance with respect to the obligations of the Audit Committee of an ADI in dealing with confidential disclosures; and
- Australian Prudential Standard 520 with respect to Fit and Proper Persons.

## 2. Our commitment

IMB is committed to educating employees, officers and other relevant persons as to how matters can be disclosed in accordance with the Whistleblower Act and the process that will follow after they disclose such information. IMB is committed to ensuring that its employees (and any other eligible discloser) feel safe in providing that information. IMB will take all reasonable steps to ensure that any disclosers under this policy are not subject to any retaliation or other detriment because they made such a disclosure and that all persons associated with a disclosure are subject to fair treatment.

IMB takes all confidential complaints and disclosures seriously, and where a complaint is received from a person other than as described in section 3, IMB will take appropriate steps to investigate and resolve the matter, having regard to the principles and processes outlined in this Policy.

This policy will be published on IMB's intranet page and at [www.imb.com.au](http://www.imb.com.au).

## 3. Fair Treatment

IMB recognises the importance of ensuring that all persons identified in a Disclosure are treated fairly. IMB will seek to achieve this by:

- Handling information securely and confidentially;
- Undertaking any investigation required in accordance with the usual procedures for conducting workplace investigations, including the provision contained in IMB's Whistleblower Procedure (Annexure A to this Policy);
- Providing relevant employees with the opportunity to respond to formal allegations of misconduct made against them, before any findings are concluded;
- Considering any relevant information or materials any employee wishes to provide during an investigation;
- Notifying relevant employees of the outcome of the investigation;
- Providing relevant employees with information about access IMB's Employee Assistance Program.

The above measures apply as general principles. They will be subject to the limitations imposed by law or the confidentiality constraints of this Policy and will not require IMB to take any action that is not permitted by law.

## 4. Who can make a report?

A report made under this Policy (a "disclosure") can be made if a discloser is, or has been, one of the following:

- an IMB employee or officer;
- a contractor or an employee of a contractor, who supplies goods or services to IMB or its subsidiaries;
- an Associate of IMB (as defined in section 9 of the *Corporations Act 2001*);
- a spouse, relative or dependant of the above; or
- any other person prescribed by the legislation.

## 5. Who can a disclosure be directed to?

A disclosure can be made to one of the following eligible recipients:

- the Whistleblower Investigations Officer;
- an internal or external auditor of IMB;

- an actuary of IMB;
- a member of the IMB Executive team; or
- a member of IMB's Board.

In addition, a disclosure can be also made to IMB's regulators, the Australian Securities and Investment Commission (**ASIC**) or the Australian Prudential Regulation Authority (**APRA**), or a journalist or a parliamentarian, or an external lawyer should a discloser wish to obtain legal advice regarding the operation of the Whistleblower Act.

IMB encourages employee disclosures to be made to IMB in the first instance so that it may investigate and understand what has occurred. However, if an employee chooses to make a report to a regulator, journalist, parliamentarian or to seek legal advice, IMB is committed to supporting the employee through the process and the same protections will be available to those employees under this Policy.

## 6. What conduct can be reported?

A person can make a disclosure:

1. If they have reasonable grounds to suspect IMB, an officer of IMB or an employee of IMB, has engaged in conduct that:
  - a) constitutes an offence or contravention of the following laws or instruments:
    - i. the Corporations Act 2001;
    - ii. the ASIC Act 2001;
    - iii. the Banking Act, 1959;
    - iv. the Financial Sector (Collection of Data) Act 2001;
    - v. the Insurance Act 1973, the Life Insurance Act 1995;
    - vi. the National Consumer Credit Act 2009; and
    - vii. the Superannuation Industry (Supervision) Act 1993;
  - b) constitutes an offence or contravention against any other Commonwealth law that is punishable by imprisonment for a period of 12 months or more;
  - c) represent a danger to the public or the financial system; or
  - d) is otherwise disclosable under the regulations.
2. If a person has reasonable grounds to suspect misconduct, or an improper state of affairs or circumstances, in relation to IMB. Behaviour that may amount to misconduct or an improper state of affairs may include conduct which is:
  - a) Fraud, bribery or corruption or money laundering;
  - b) Theft, including any theft directly against a customer;
  - c) Dishonesty in relation to the provision of financial and credit services and products;
  - d) Failing to act honestly in dealings with regulators (including deliberately misrepresenting or concealing information);
  - e) Misuse of customer information, including but not limited to using the information to derive a personal benefit, or any misuse that directly affects a customer's safety or the security of their financial transactions;
  - f) Material regulatory non-compliance such that IMB is subject to public sanctions, significant fines, serious regulatory penalty and/or prosecution;
  - g) Serious and or systemic breach of internal policies or authority limits;
  - h) Improper conduct relating to accounting, internal controls, compliance, actuarial functions and auditing

- i) Unlawful harassment, discrimination or bullying, violence or abuse;
- j) Breaches of modern slavery legislation and/or human rights standards;
- k) At risk of causing financial or non-financial loss to IMB or be otherwise detrimental to the interest of the IMB;
- l) Demonstrative of a responsible person of IMB failing to meet IMB's responsible person criteria as set out in IMB's Fit and Proper Policy; or
- m) Demonstrative of IMB failing to comply with APS 520 – Fit and Proper Persons.

A disclosure must have reasonable grounds to suspect that there has been some instance of wrongdoing as set out in 6.1 and 6.2 above. A discloser will still qualify for protection under this Policy even if the basis of the disclosure is found to be incorrect.

Disclosures that are frivolous or vexatious in nature are excluded from this Policy. The Whistleblower Investigations Officer, acting reasonably, has discretion to exclude such matters from investigation under this Policy. In such circumstances, IMB may choose to provide any person who has made such a disclosure with protections consistent with those outlined in this policy, but is not obliged to do so.

The Whistleblower Investigations Officer may determine that a matter be dealt with by IMB under an alternative or additional policy or procedure (for example, as a breach of the Code of Conduct or under IMB's Reportable Situations and Remediation Policy if the matter has not already been disclosed in such a way).

Any disclosure received and subsequently dismissed or excluded and actioned under another IMB Policy and Procedure, will still be recorded as having been received under this Policy and will be included in reports about disclosures made under this Policy. Should a disclosure be dismissed or excluded from further investigation under this Policy, IMB remains committed to ensuring the assessment and response will follow an objective and fair process in accordance with IMB's Code of Conduct, Grievance Policy and Consequence Management Framework (including that reasonable steps are taken to ensure such matters are handled in an appropriately confidential manner and that disclosers are provided any protections or rights afforded to them under other legislative and regulatory requirements).

## **7. Excluded matters – Customer Complaints and Personal work-related grievances**

If you are a customer and are concerned with the way IMB has handled any matter, product, or service, including an existing complaint, please contact IMB with your concern via phone, email, online or post: [https://assets.www.imb.com.au/files/imb-bank/policy/Our\\_Commitment\\_to\\_Customer\\_Service.pdf](https://assets.www.imb.com.au/files/imb-bank/policy/Our_Commitment_to_Customer_Service.pdf)

The protections afforded to a person who discloses information under this Policy do not extend to disclosures concerning personal work-related grievances, unless those grievances relate to alleged or actual contraventions of the anti-victimisation provisions of the Whistleblower Act, regarding detriment caused or threatened to a whistleblower who has already made a disclosure under this Policy.

A matter will be a personal work-related grievance if:

- a) the information concerns a grievance about any matter in relation to the discloser's employment, or former employment, having or tending to have implications for the employee personally; and
- b) the information:
  - i) does not have significant implications for IMB (that do not relate to the employee); and
  - ii) does not concern conduct, or alleged conduct, referred to in paragraph 6 of this Policy.

Examples of personal work-related grievances are:

- a) an interpersonal conflict between employees;
- b) a decision relating to the employment, transfer or promotion of employees;

- c) a decision relating to the terms and conditions of employment of employees;
- d) a decision to suspend or terminate the employment of an employee, or otherwise to discipline an employee (unless that decision relates to a report made under this Policy).

Notwithstanding that a disclosure is an excluded matter not required to be dealt with under this Policy because it relates to a customer complaint or a personal work-related grievance, IMB will take reasonable steps to handle the matter confidentially and will ensure that the discloser is provided any protections or rights afforded to them under other legislative and regulatory requirements.

## **8. Investigations and Outcomes**

All disclosures will be investigated fairly, objectively and confidentially by the Whistleblower Investigations Officer or a member of the Whistleblower Investigations Team in accordance with the Procedure. Any person the subject of a whistleblower disclosure will be treated fairly and receive impartial treatment. The Whistleblower Investigations Officer may also recommend that an external party lead or take part in the investigation.

The Whistleblower Investigations Officer will provide regular updates to the discloser. Sometimes they may seek assistance from another member of the Whistleblower Investigations Team, or they may 'task' aspects of an investigation to internal or external resources where appropriate to support an investigation. Any investigators and other resources operate under the same confidentiality rules as the Whistleblower Investigations Officer.

If a discloser believes that the Whistleblower Investigations Officer has not adequately investigated a complaint under this Policy, the discloser may escalate their concerns to the Chair of the Audit Committee. All escalations to the Chair of the Audit Committee must be in writing, setting out the concerns. The Chair of the Audit Committee may, upon considering the request, direct the Whistleblower Investigations Officer to re-open or re-investigate the concern or may determine that an alternate investigator or external investigator will take carriage of the matter. The Chair of the Audit Committee is under no obligation to take any action where they are satisfied that the matter has been properly investigated.

The Whistleblower Investigations Officer must escalate all disclosures to the General Manager Corporate Services if the disclosure may amount to a reportable situation under IMB's Reportable Situations and Remediation Policy. No Operational Risk Incident Form will be completed for any disclosure to ensure and uphold the confidentiality of any disclosure. The General Manager Corporate Services will solely investigate, assess and report to the regulator, if necessary, any disclosures which are found to be reportable situations as per IMB's Reportable Situations and Remediation Policy.

## **9. Disclosures that are substantiated**

Where the Whistleblower Investigations Officer substantiates the disclosure, IMB will consider whether changes to processes and systems are required to reduce the likelihood of the matter happening again. Where through an investigation under this Policy, a person is found to have engaged in misconduct, the matter will be dealt with in accordance with IMB's Consequence Management Framework. This may result in disciplinary action including dismissal.

IMB will report serious criminal matters to the police or other appropriate regulatory authorities.

## **10. Conflicts of Interest**

IMB will adopt the following protocols for managing any conflicts of interest arising in connection with the requirements of this Policy:

- a) the Whistleblower Investigations Officer will ascertain the circumstances of any actual or potential conflicts of interest and this information will be recorded in IMB's Conflicts of Interest Register together with a description of what controls have been put in place to manage, control or avoid the conflict of interest (for example, that the person with the conflict will not investigate or be part of any Committee considering a disclosure made under this policy);
- b) if the Whistleblower Investigations Officer determines that a conflict of interest applies in relation to their position as Whistleblower Investigations Officer, the Whistleblower Investigations Officer is to immediately inform the Chair of the Audit Committee who will arrange to record the details in the conflicts of Interest Register together with a description of what controls have been put in place to manage, control or avoid the conflict of interest;
- c) where a conflict of interest is to be avoided, the Chair of the Audit Committee may engage the Chief Risk Officer to hold the temporary position of Whistleblower Investigations Officer or in the alternative, appoint an external investigator to oversee and investigate the disclosure;
- d) if the Whistleblower Protection Officer determines that a conflict of interest applies in relation to their position of Whistleblower Protection Officer, the Whistleblower Protection Officer is to immediately inform the Whistleblower Investigations Officer who will arrange to record the details in the Conflicts of Interest Register together with a description of what controls have been put in place to manage, control or avoid the conflict of interest;
- e) where a conflict of interest is to be avoided, the Whistleblower Investigations Officer may nominate another member of the Executive Committee or Board to hold the position of Whistleblower Protection Officer.

## 11. How disclosers are protected

IMB is committed to protecting:

- the confidential information of the discloser, including their identity; and
- the discloser from any detriment, including retaliation, reprisal, discrimination, harassment, victimisation or adverse action as a result of making a disclosure.

All disclosers who make a disclosure under this Policy will be protected. Where able, IMB will appoint a Whistleblower Protection Officer to the discloser. The Whistleblower Protection Officer will be responsible for ensuring that the protection envisaged by this Policy is provided.

Support is also available to all IMB staff members and their immediate family under IMB's Employee Assistance Program (EAP). For more information on how to access the EAP please refer to the Intranet page at Intranet/Human Resources/Staff Information/Employee Assistance Program.

While all reasonable attempts will be taken to protect disclosers, IMB may not be able to provide the same level of protection to disclosers who are not directly employed by IMB at the time of the disclosure, including former employees and external third parties.

This protection applies to a discloser regardless of whether any concerns raised in a report are substantiated, provided that they have acted honestly and ethically and made the disclosure on reasonable grounds.

### Protected disclosures/reports

A disclosure or report qualifies for protection under the Whistleblower Act if:

- a) It is made by a person set out in section 4 of this Policy;
- b) It is made to a person set out in section 5 of this Policy; and
- c) It relates to a matter set out in section 6 of this Policy that is otherwise eligible for protection.

### Anonymity and Confidentiality

After making a disclosure, the following mechanisms are in place to protect a discloser's identity:



- The discloser has the right to remain anonymous and does not need to identify themselves at any time during the investigation process (and will not be forced by IMB to do so);
- IMB uses tools that help protect a discloser's identity during and after submitting a report;
- The discloser can refuse to answer questions they feel could identify themselves;
- If the discloser decides to reveal their identity to the recipient, their disclosed identity will be treated in accordance with this Policy and the Procedure.

IMB respects and protects the discloser's identity if they choose to make an anonymous report. While IMB encourages a discloser to identify themselves so as to enhance the quality of the investigation that can be conducted, a discloser can choose to remain anonymous while making a report, interacting anonymously with the Whistleblower Investigations Officer during an investigation of the disclosure, as well as after the matter is closed, if required. IMB will take all necessary steps and make every endeavour possible to investigate the disclosure, but in some cases, there may be limitations on what can be achieved if the discloser decides to remain anonymous.

At any given time, the discloser can identify themselves, but this is their choice and at no point does a discloser need to do this or will a discloser be required to provide details of their identity. If a discloser decides to disclose their identity, IMB will work to protect the discloser's identity as follows:

- a) the only people that will know a discloser's details are the Whistleblower Investigations Officer and the Investigation Team, the Whistleblower Protection Officer and a limited number of other people who have access to information reported under this Policy in order to conduct and determine the outcome of an investigation;
- b) All information received, as well as the fact that a disclosure has been made and any record produced as part of an investigation, will be held securely with access restricted to those persons required to access the records for the purpose of this Policy or as part of information technology processes necessary to administer the hosting of these records.

By making a report under this Policy, a discloser consents to this information being recorded and being accessible by these people including their identity (unless the discloser elects to remain anonymous).

If a discloser chooses to disclose their identity, their identity will not be disclosed to anyone else unless:

- IMB is legally obliged to disclose it
- the disclosure is required if IMB decides to report to relevant regulatory or police authorities
- disclosure is necessary to prevent or lessen a threat to a person's health, safety or welfare
- the discloser consents to the disclosure.

The information provided in a disclosure may also be disclosed for the purpose of IMB obtaining legal advice on the information that has been reported.

### Retaliation or victimisation

A discloser might be concerned that employees, management, or the organisation might retaliate against them as a result of their disclosure. IMB is committed to supporting its employees who wish to make a disclosure and will take all reasonable steps to ensure that any discloser is not:

- terminated from their employment, or subject to a change of position or duties, as a result of the disclosure;
- injured or subject to harm in the workplace;
- subject to disciplinary action as a result of the disclosure;
- harassed, intimidated or bullied in the workplace;
- discriminated against;
- subject to any other adverse action as a result of making the disclosure.
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If a discloser believes that any retaliation is imminent or has already occurred, the discloser should immediately contact the Whistleblower Protection Officer to ensure appropriate steps are taken to prevent or resolve the concern.

The Whistleblower Protection Officer will take any action they feel is appropriate to resolve the situation, subject to maintaining the discloser's anonymity in accordance with this procedure, including seeking advice from any relevant person (such as the General Manager People & Culture), adviser or external adviser.

Potential steps to protect the discloser from a considered risk of retaliation can include:

- the discloser being permitted to work flexibly, as may be appropriate for their role;
- the discloser taking leave;
- the discloser being reassigned to other duties;
- the discloser being reassigned to another location;
- dealing with any breach of this Policy by another person in accordance with IMB's Consequence Management Framework;
- any other action that IMB and the discloser agree to.

### **Retaliation not adequately resolved**

If the discloser feels their report of retaliation was not resolved adequately, or where the retaliation involved the Whistleblower Protection Officer, they can escalate this concern in writing. The report should be submitted to the Chair of the IMB Audit Committee marked 'Private and Confidential', to [chairauditcommittee@imb.com.au](mailto:chairauditcommittee@imb.com.au) and they will arrange for investigation of the concern and detail a process for how the retaliation will be dealt with.

Other parties that might have to be involved in the investigation will be protected from retaliation in the same manner as the discloser. IMB does not tolerate retaliation or any attempts to retaliate against a discloser who has made a disclosure.

Any employee who retaliates against a discloser will face disciplinary action, including potential termination under IMB's Consequence Management Framework.

### **Compensation and other remedies**

Nothing in this policy affects a discloser's (or any other employee's or person's) right to seek compensation and other remedies through any Court or Tribunal if:

- a) they suffer loss, damage or injury because of a disclosure; and
- b) IMB failed to prevent a person from causing detriment in relation to that disclosure.

### **Civil, criminal and administrative liability protection**

A discloser is protected from any of the following in relation to their disclosure:

- civil liability (e.g. any legal action against the discloser for breach of an employment contract, duty of confidentiality or another contractual obligation);
- criminal liability (e.g. attempted prosecution of the discloser for unlawfully releasing information, or other use of the disclosure against the discloser in a prosecution (other than for making a false disclosure)); and
- administrative liability (e.g. disciplinary action for making the disclosure).

These protections do not grant immunity for any misconduct the discloser has engaged in that is revealed in their disclosure, although the fact that a disclosure has been made and the discloser's desire to have the matter investigated may be a relevant factor in determining any consequences, they may be subject to.



Non-compliance with this Policy could have serious consequences for IMB. A breach of this Policy, including breaches of confidentiality about a person for making, or proposing to make, a disclosure under this Policy may result in disciplinary action up to and including dismissal. A breach of this Policy may also attract civil and/or criminal penalties for the individual and/or IMB.

If a discloser believes that their confidentiality has been breached, they should report their concerns to the Whistleblower Protections Officer in the first instance, or they may lodge a complaint under IMB's IDR procedures, or with the appropriate regulator (ASIC, APRA or the ATO), for further investigation.

### Separation of issues

Nothing in this policy affects IMB's right to raise and manage any issues related to poor work performance with the discloser, under existing IMB policies and procedures. It is important that any employee remains effective in their role. IMB may still raise any performance issues with the discloser provided they are separate to and not influenced by the disclosure made.

### Other parties

IMB will also take steps to protect and observe the rights of all parties associated with a complaint while an investigation is ongoing (including for example, witnesses and persons about whom allegations have been made) and ensure that where appropriate, they are afforded confidentiality, are subject to a fair process, and are protected from disadvantage pending the outcome of an investigation.

## 12. Roles and responsibilities

### Audit Committee

Responsibilities are as follows:

- Overseeing the Whistleblower Program and monitoring its effectiveness;
- Receiving reports about disclosures made under this Policy;
- Referring matters to the Board and other Committees as required;
- Oversight of investigations which involve serious allegations and all allegations against any Board member or Executive;
- Members of the Audit Committee may participate in any separate committee established for the purposes of this policy as requested by the Whistleblower Investigations Officer.
- The Chair of the Audit Committee will:
  - Support the Whistleblower Investigation Officer in determining how an investigation is to be conducted;
  - Participate as a member of any Whistleblower Committee established to review an investigation where the disclosure relates to a member of IMB's Board of Directors, Executive Committee or raises serious allegations of misconduct that is deliberate, wilful and/or serious misconduct or unlawful conduct that may have serious adverse impact on IMB, its members and its people;
  - Act as a point of escalation for disclosers in relation to any concerns that this Policy has not been followed or that retaliation has taken place;
  - Provide quarterly reports to the whole Board regarding disclosures made under the Program; and
  - Provide immediate reports to the Board in relation to any reports or investigation outcome which are likely to pose a significant risk to IMB.

## Head of Internal Audit

The Head of Internal Audit will hold the role of IMB's Whistleblower Investigations Officer. Responsibilities are as follows:

- Receive incoming reports in accordance with this Policy and the procedure and provide quarterly reports to the Audit Committee;
- Consider whether the conduct raised falls under this Policy and where it does not, inform the discloser of any other steps outside of this Policy that can be taken to address the allegations;
- To conduct investigations and/or oversee and manage the Whistleblower Investigations Team's investigations, including outsourcing any investigation to an external firm;
- Appoint a Whistleblower Protection Officer to ensure a discloser is protected as required by this policy;
- Consider reports from the Whistleblower Investigations Team and make determinations on the appropriate next steps;
- Communicate updates and outcomes to disclosers where appropriate to do so;
- Provide updates, as appropriate, to the Chair of the Audit Committee;
- Facilitate reporting on whistleblower disclosures to Chair of the Audit Committee, Whistleblower Protection Officer, and any other key stakeholders;
- Ensure recommendations and next steps resulting from investigations are implemented.

## Whistleblower Protection Officer

Responsibilities are as follows:

- Provide assistance to a discloser (before and after they report) in relation to the process and this Policy;
- Provide protection to the discloser from detrimental conduct or retaliation as a result of the disclosure;
- Provide assistance in maintaining the discloser's wellbeing (in conjunction with the General Manager Human Resources as required);
- Provide updates to the discloser where appropriate;
- Maintain the discloser's confidentiality;
- Review and consider any complaints of breach of confidentiality, detrimental conduct, retaliation or any other concern that a disclosure has not been dealt with in accordance with this Policy;
- Escalate any matter to the Chair of the Audit Committee as required;
- Support the Whistleblower Investigations Officer in monitoring that the recommendations and next steps resulting from investigations are implemented.

Where able, the Whistleblower Investigations Officer will appoint a Whistleblower Protection Officer before undertaking any investigation into the disclosure. The Whistleblower Protection Officer will be responsible for ensuring that protection is provided to the discloser.

The Whistleblower Protection Officer may be appointed from one or more of the following persons:

- Chief Risk Officer;
- General Manager Corporate Services;
- General Manager People & Culture; or
- any other person (including any remaining Executive Committee member) that the Whistleblowing Investigations Officer thinks is appropriately skilled to assist in providing protection to the discloser (providing there is no potential conflict of interest in them being appointed to this role).

The Whistleblower Investigations Officer may appoint more than one person to fill the position of Whistleblower Protection Officer in relation to a particular disclosure. Whether one or more persons is appointed as Whistleblower Protection Officer is at the discretion of the Whistleblower Investigations Officer, who will base the decision on the nature of the disclosure and any other relevant considerations.

### Whistleblower Committee

A Whistleblower Committee may be convened by the Whistleblower Investigations Officer (or in cases where allegations of serious misconduct are made involving a member of the Board or the Executive Committee, by the Chair of the Audit Committee) and in any circumstance where they determine it appropriate to do so. The role of the Committee is to:

- support the Whistleblower Investigations Officer to conduct an appropriate and effective investigation;
- to monitor the progress and determine the outcome of an investigation based on a recommendation from the Whistleblower Investigations Officer;
- to determine the steps that are to be taken where a disclosure is substantiated.

The Whistleblower Committee will be comprised of at least 3 people as a minimum with the indicative committee structure as follows:

- i. For cases where the disclosure relates to a member of IMB's Board of Directors, Executive Committee or raises serious allegations of misconduct that is deliberate, wilful and/or serious misconduct or unlawful conduct that may have serious adverse impact on IMB, its members and its people; the following people:

#### **[Mandatory invitation]**

- a. Whistleblower Investigations Officer;
- b. Chair of the Audit Committee or another member of the Board;
- c. A member of the Executive Committee (who has not been appointed as Whistleblower Protection Officer);

#### **[Optional invitation]**

- a. Any other member of the Board and/or Executive Committee;
- b. A member of the Whistleblower Investigations Team;
- c. Any other person the Whistleblower Investigations Officer appropriate to invite in order to conduct an effective process including the Whistleblower Protection Officer.

- ii. For all other whistleblower cases; the following people:

#### **[Mandatory invitation]**

- a. Whistleblower Investigations Officer;
- b. A member of the Whistleblower Investigations Team;
- c. A member of the Executive Committee (who has not been appointed as Whistleblower Protection Officer).

#### **[Optional invitation]**

- a. Any member of the Board and/or the Executive Committee;
- b. Any other person the Whistleblower Investigations Officer considers it appropriate to invite, in order to conduct an effective process including the Whistleblower Protection Officer.

### Senior Internal Auditors

Senior Internal Auditors are members of IMB's Whistleblower Investigations Team.

Responsibilities are as follows:

- Liaising with disclosers to gather relevant information;
- Investigating matters in accordance with the Procedure;
- Preparing final reports to the Whistleblower Investigations Officer regarding the incident and recommending next steps;
- Participating in Whistleblower Committees as required.

### Eligible recipients

Eligible recipients are persons identified in section 5 of this Policy and are persons who can receive a disclosure in relation to IMB. All eligible recipients have responsibilities and obligations in relation to the disclosures that they receive, as set out in the Program, including confidentiality requirements.

### General Manager Corporate Services

- Approve all non-material variations to the Policy;
- Maintain the Policy, including overseeing an annual review of the Policy and Program to ensure that they remain effective and relevant to IMB and that they continue to comply with relevant laws;
- Review and maintain group level guidelines and supporting tools related to this Policy;
- Ensure that this Policy is published on IMB's website at [www.imb.com.au](http://www.imb.com.au) and on IMB's intranet page;
- Facilitate training on the Policy, with the assistance of IMB's Human Resources Department, through induction procedures and regular training modules to ensure that employees are aware of, and understand, this Policy and the types of behaviour or scenarios that are reportable;
- Facilitate specialised training to key persons under this Policy such as Whistleblower Investigations Officer, Whistleblower Investigation team, Whistleblower Protection Officer and any other key stakeholders;
- Provide advice and support to stakeholders in relation to this Policy and facilitate legal advice (including external legal advice) where required.

### General Manager People & Culture

- Provide assistance as required to the Whistleblower Protection Officer to protect the well-being of disclosers and prevent or resolve any retaliation or disadvantage that may occur;
- Ensure this policy is supported by the Code of Conduct LMS and Consequence Management Framework.

## 13. Governance

### Changes to this policy

This Policy will be reviewed annually and will be updated if it is determined that improvements are required or there are changes to the legislation. Any updates to the Policy will be reflected in the version on IMB's intranet and at [www.imb.com.au](http://www.imb.com.au).

Any material changes to this policy must be approved by the:

- Board following a recommendation from the Audit Committee; and
- Executive Risk Committee.

### Reporting

The Whistleblower Investigations Officer will update the Audit Committee every quarter on the Program, inclusive of disclosures, status of investigations, and outcomes (if any). The Audit Committee Chair will refer information to the Board and other Committees as relevant.

Reports or investigations which are likely to pose a significant risk to IMB will be reported by the Whistleblower Investigations Officer to the Chair of the Audit Committee immediately who will subsequently report such matters to the Board of Directors.

## 14. Annexures

**A**      **Whistleblower Procedure**

**B**      **Tax Whistleblower Guidance**

## 15. Revision History and Approval

Version	Date	Description of Version / Change	Author
V.01	September 2019	Initial Draft	Legal Services
V.02	March 2021	Update to include Modern Slavery	Legal Services
V.03	August 2021	Update to include Breach Reporting requirements	Legal Services
V.04	December 2022	Update to reflect changes made as a result of a review of Regulatory Guidance and ASIC's Letter to CEO's best practice guidance.	Legal & Compliance

Version	Date	Approving body or person(s)
V.01	October 2019	Board Audit Committee and Board of Directors
V.02	March 2021	Board Audit Committee and Board of Directors
V.03	September 2021	Board Audit Committee and Board of Directors
V0.4	January 2023	Board Audit Committee and Board of Directors

## Annexure A: Whistleblower Procedure

### Context

The following procedure sets out the processes to be followed when a disclosure has been made or received, in accordance with the Whistleblower Policy (**Policy**). IMB will do all things necessary to ensure that the steps set out in the procedure are actioned in a timely and effective way and otherwise in accordance with the principles set out in the Policy.

### STEP 1: How to make a report

If a person is eligible to make a disclosure, a number of different channels are available to do this, as follows:

- By email: [whistleblower@imb.com.au](mailto:whistleblower@imb.com.au);
- Via post marked: Private and Confidential, Whistleblower Investigations Officer, IMB Ltd, PO Box 2077 Wollongong NSW 2500;
- By speaking with an eligible recipient:
  - the Whistleblower Investigations Officer;
  - an internal or external auditor of IMB;
  - an actuary of IMB;
  - a member of the IMB Executive Committee; or
  - a member of IMB's Board.

### STEP 2: What to include in the report

A discloser's report must be in relation to a disclosable matter, as per section 5 of the Policy.

For a report to be investigated, it must contain enough information to form a reasonable basis for investigation. It's important therefore to provide as much information as possible. Please include the following detail in the report:

- Name - unless the discloser chooses to remain anonymous (which is their decision). If a discloser chooses to include their name, this will be provided to the Whistleblower Investigations Officer who will receive the disclosure. The Whistleblower Investigations Officer may seek authority from the discloser to disclose their name to other persons, including a member of the Whistleblower Investigations Team and the Whistleblower Protection Officer, however, at no time will a discloser be forced to disclose their identity;
- Details of the conduct that is being disclosed;
- The date/s that the conduct occurred;
- Details of the persons or departments involved in the conduct;
- Possible witnesses to the events;
- Evidence of the events (e.g. documents, emails);
- What steps, if any, have been taken by IMB in relation to the conduct, that the discloser is aware of;



- Any steps the discloser may have already taken to report the matter elsewhere or to resolve the concern;
- Contact details as to how the Whistleblower Investigations Officer may contact the discloser to discuss the matter, in the event they are happy for them to do so;
- Whether the discloser consents to their identity being disclosed, as may be required during the course of the investigation.
- If a report does not contain sufficient information to form a reasonable basis for investigation, the Investigator will request additional information. If this additional information cannot be obtained and the investigation is unable to be carried out, the report will be closed, and the discloser will be informed (where that is possible).

### STEP 3: Referral of report

Once a disclosure is made (whether it is anonymous or not), the information is provided to the Whistleblower Investigations Officer.

The Whistleblower Investigations Officer will escalate any disclosures that may amount to a reportable situation to the General Manager Corporate Services to investigate and assess whether a reportable situation has arisen, as per IMB's Reportable Situations and Remediation Policy. No Operational Risk Incident Form will be completed for any disclosure.

They will then investigate the matter themselves or may refer the matter to a member of the Whistleblower Investigations Team who will manage the investigation, overseen by the Whistleblower Investigations Officer, in accordance with the Policy. The Whistleblower Investigation Officer may also, in consultation with the Chair of the Audit Committee, determine that an external investigator be appointed to conduct the investigation.

### STEP 4: Investigation

Any investigation into a disclosure made under the Policy will follow a fair process, be conducted in a timely manner as the circumstances allow and be independent of the person(s) about whom the disclosure relates to.

The investigator will take the following steps:

- a) Confirm receipt of the report to the discloser. Also invite the discloser to make further contact if they have any further concerns or information, and provide contact details should the discloser wish to seek an update at any time;
- b) Determine if the disclosure is a disclosable matter that can be investigated under the Policy. If it is not, they will advise the discloser that the matter does not fall within the scope of the Policy, and what other action, if any, is proposed;
- c) Allocate the matter to the most appropriate Executive Committee member to be the Whistleblower Protection Officer based on the nature of the disclosure. The Whistleblower Protection Officer and Whistleblower Investigations Officer will then discuss the merits of forming a Whistleblower Committee as set out in the Policy. The options available for the formation of a Whistleblower Committee are:
  - i. For cases where the disclosure relates to a member of IMB's Board of Directors, Executive Committee or raises serious allegations of misconduct that is deliberate, wilful and/or serious misconduct or unlawful conduct that may have serious adverse impact on IMB, its members and its people; the following people:

#### [Mandatory invitation]

- a. Whistleblower Investigations Officer;
- b. Chair of the Audit Committee or another member of the Audit or Board Committee;
- c. A member of the Executive Committee (who has not been appointed as Whistleblower Protection Officer);

**[Optional invitation]**

- a. Any other member of the Board and/or Executive Committee;
  - b. A member of the Whistleblower Investigations Team;
  - c. Any other person the Whistleblower Investigations Officer appropriate to invite in order to conduct an effective process including the Whistleblower Protection Officer.
- ii. For all other whistleblower cases; the following people:

**[Mandatory invitation]**

- a. Whistleblower Investigations Officer;
- b. A member of the Whistleblower Investigations Team;
- c. A member of the Executive Committee (who has not been appointed as Whistleblower Protection Officer).

**[Optional invitation]**

- a. Any member of the Board and/or the Executive Committee;
- b. Any other person the Whistleblower Investigations Officer considers it appropriate to invite, in order to conduct an effective process including the Whistleblowing Protection Officer.

If it is decided that a Whistleblower Committee will be formed, step 5 below will be taken;

- a) The investigator will allocate each new disclosure a unique identifier (case number). This case number will be used in all instances to de-identify the discloser and maintain confidentiality where required. The case number will be provided to the discloser for their use when corresponding in relation to the investigation or with the Whistleblower Protection Officer or Chair of the Audit Committee.
- b) The investigator will begin their investigation. This can include corresponding with the discloser to obtain further information if there is a channel to do this;
- c) Where the investigator is not the Whistleblower Investigation Officer, the investigator will keep the Whistleblower Investigations Officer updated and provide a report for their consideration upon the investigation concluding;
- d) The Whistleblower Investigations Officer will document a final report and consider and determine the appropriate next steps, including whether to seek advice from any other adviser or person where appropriate;
- e) The Whistleblower Protection Officer will provide assistance to a discloser (before and after they report) in relation to the process and the Policy.

**STEP 5: Whistleblower Committee**

If a Whistleblower Committee is formed as per step 4(c) above, the Whistleblower Investigations Officer will brief the Whistleblower Committee on the nature of the information disclosed and any allegations made. The Whistleblower Committee will then decide on the course of the investigation.

Any investigation directed and overseen by the Whistleblower Committee for a disclosure made under the Policy will follow a fair process, be conducted in a timely manner as the circumstances allow and be independent of the person(s) about whom the disclosure relates to.

## STEP 6: Outcome

The Whistleblower Investigations Officer will communicate the final outcome, or aspects of it, to the discloser where appropriate to do so. If a discloser chooses to remain anonymous, it may be difficult for the Whistleblower Investigations Officer to provide the outcome or to provide any updates to the discloser. Privacy, confidentiality or other legal obligations may restrain what can be revealed to the discloser in this regard.

Any outcome must take into consideration the potential compliance impact of the investigation outcome including but not limited to any regulatory reporting requirements (as advised by the General Manager Corporate Services who will investigate and assess any compliance impact and determine if any disclosure may amount to a reportable situation under IMB's Reportable Situations and Remediation Policy), notification to law enforcement, the application of the IMB Consequence Management Framework and the accountability obligations under the BEAR regime.

The Whistleblower Investigations Officer will be responsible for monitoring the resolution of the matter and receiving evidence that the recommendations are implemented. Any failures to implement recommendations must be reported to the Whistleblower Protection Officer and Chair of the Audit Committee.

### How to contact the Whistleblower Protection Officer

If a discloser has any concerns in relation to detrimental conduct or retaliation or similar behaviours as outlined in the Policy, they can escalate their concern to the Whistleblower Protection Officer.

The Whistleblower Protection Officer will review all information provided and escalate it to the appropriate person based on the information presented to them. Where the conduct involves a breach of this Policy, the Whistleblower Protection Officer will inform the Chair of the Audit Committee and the General Manager People & Culture. Any alleged breach of this Policy will be taken seriously and where appropriate will be investigated separately and resolved under IMB's Consequence Management Framework.

IMB respects and protects the discloser's identity if they choose to escalate a concern to the Whistleblower Protection Officer. A discloser can choose to remain anonymous while escalating their concerns, interacting anonymously with the Whistleblower Protection Officer during any investigation, as well as after the case is closed, if required.

Any correspondence for the Whistleblower Protection Officer can be sent to:

By Post marked:

Private and Confidential  
Whistleblower Protection Officer  
Case No: [Insert case number, if known]  
PO Box 2077  
WOLLONGONG NSW 2500

By Email:

[Whistleblowerprotection@imb.com.au](mailto:Whistleblowerprotection@imb.com.au) with the words 'Private & Confidential' and the case number in the subject heading.

### How to contact the Chair of the Audit Committee

If a discloser is not satisfied with the conduct of, or outcome of the investigation, has an unresolved concern in relation to the disclosure or a breach of this policy (including that retaliation or disadvantage has occurred), they can escalate this to the Chair of the Audit Committee. The discloser must provide this escalation in writing with submissions so that a formal review can take place.

While the Chair of the Audit Committee will review the request, the Chair of the Audit Committee is under no obligation to reopen an investigation. If the Chair of the Audit Committee concludes that an investigation was conducted properly, and no new information exists that would change the result of the investigation, the investigation will be concluded and where possible, an appropriate communication will be provided to the discloser.

IMB respects and protects the discloser's identity if they choose to escalate a concern to the Chair of the Audit Committee. A discloser can choose to remain anonymous while escalating their concerns, interacting anonymously with the Chair of the Audit Committee during any investigation, as well as after the case is closed, if required.

Any correspondence for the Chair of the Audit Committee can be sent to:

By Post marked:

Private and Confidential  
Chair of the Audit Committee  
Case No: [Insert case number, if known]  
PO Box 2077  
WOLLONGONG NSW 2500

By Email:

[chairauditcommittee@imb.com.au](mailto:chairauditcommittee@imb.com.au) with the words 'Private & Confidential' and the case number in the subject heading.

## Annexure B: Tax Whistleblower Guidance

From 1 July 2019, there are new arrangements to better protect individuals who disclose information to IMB on tax avoidance behaviour and other tax issues. The *Taxation Administration Act 1953* (Cth) sets out these arrangements.

Individuals are now better protected under the law when they disclose tax avoidance behaviour and other tax issues to IMB.

### Qualifying for protection

To qualify for protection as a tax whistleblower, you must:

- be, or have been, in a specific relationship with the entity you are reporting about, for example you are:
  - an employee
  - a former employee
  - a dependant
  - a spouse;
- report the entity to the Australian Taxation Office (**ATO**) or to an eligible recipient who is in a position to take appropriate action – this includes someone appointed by the entity the disclosure is about, for example, an internal auditor;
- consider that the information will help the ATO or the eligible recipient perform their duties under taxation law.

If you don't qualify for protection as a tax whistleblower, you can still make a tip-off to the ATO (see [Making a tip-off | Australian Taxation Office \(ato.gov.au\)](#)).

Whether or not you are a tax whistleblower, IMB will make every effort not to disclose any information it may have which would identify you. Alternatively, you may choose to report to us anonymously.

### Eligible recipients

An eligible recipient of a disclosure relating to tax related matters is:

- a) an auditor of IMB;
- b) a registered tax agent or BAS agent (within the meaning of the Tax Agent Services Act 2009) who provides tax agent services or BAS services to IMB;
- c) a person authorised by IMB to receive disclosures that may qualify for protection;
- d) a director, secretary or Senior Manager of IMB;
- e) any other employee or officer of IMB who has functions or duties that relate to the tax affairs of IMB.

### Information you can disclose

The law provides protection for eligible tax whistleblowers who make a disclosure:

- to the ATO if they consider the information may assist the ATO to perform their duties under a taxation law in relation to the entity about which the disclosure is made;
- to an eligible recipient if they:

- have reasonable grounds to suspect that the information they intend to provide indicates misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of the entity or an associate of the entity;
  - consider the information may assist the eligible recipient to perform their duties under a taxation law in relation to the entity about which the disclosure is made.

Eligible recipients are generally internal to the entity about which the disclosure is made or have a relationship with that entity that is relevant to its tax affairs such as a registered tax or BAS agent who provides services to the entity.

## **How tax whistleblowers are protected**

### ***Identity protection***

If you are a tax whistleblower, it is illegal for someone to disclose your identity, or information that is likely to lead to your identification. However, you may consent to sharing your identity. If your identity needs to be disclosed to an authorised body, such as the ATO or an auditor to assist in the investigation, the authorised body is required to treat the information you disclosed as confidential. They are also required to take all reasonable steps to reduce the risk that your identity will be revealed.

Your identity is protected in court proceedings. Your identity, or documentation that contains or is likely to uncover your identity, is not required to be disclosed to a court or tribunal. The exception to this is if the court thinks it is necessary for your identity to be revealed in the interests of justice.

### ***Disclosures to a legal practitioner are protected***

Your disclosure to a lawyer the purposes of obtaining legal advice or representation in relation to tax whistleblower law is protected, even in the event where you do not qualify to be an eligible tax whistleblower.

### ***Civil, criminal and administrative liability protection***

You are protected from civil, criminal and administrative liability in relation to your disclosure. For example, your employer can't sue you or terminate your employment for breaches of contract or confidentiality.

Any information incriminating you will not be treated as admissible in evidence against you in criminal or penalty proceedings. If your disclosure reveals a breach in your personal tax affairs, such as undeclared income, you may have immunity against any criminal or penalty proceedings. This immunity does not prevent the ATO from issuing a tax assessment or imposing an administrative penalty in respect of your own tax liability. However, the ATO may treat your disclosure as a voluntary disclosure in determining your liability for penalties in respect to any unpaid tax.

### ***Detrimental conduct protection***

If you make a disclosure, you are protected from detrimental conduct. It is illegal for anyone to cause detriment to you in relation to a disclosure, or a suspected disclosure. For example, you can't:

- be dismissed, harassed or intimidated, harmed or injured (including psychologically) by your employer
- have your property, business or your financial position damaged.

### ***Compensation and other remedies***

You can receive compensation if a court finds you suffered detriment in relation to your disclosure. If you were victimised and suffered loss, damage or injury as a result of it, a court may order the person causing you detriment to compensate you if it thinks appropriate. Examples of the remedies available include:

- paying damages
- reinstating employment



- an injunction to prevent or stop detrimental conduct
- apologising.

### How to make a disclosure to us

You can make a taxation disclosure to us in the same way you would make a whistleblower disclosure. How to make a report and the investigation process is outlined in Annexure A to this Policy.

IMB encourages employee disclosures, including tax-related disclosures, to be made to IMB in the first instance so that it may investigate and understand what has occurred. However, if an employee chooses to make a report to the ATO or another eligible recipient, IMB is committed to supporting the employee through the process and the same protections will be available to those employees under this Policy.

You can also:

- complete the ATO tip-off form
- phone the ATO on 1800 060 062
- [Report unpaid super contributions](#) from your employer (but not about another business)
- write to the ATO – mark all letters 'in confidence' and mail to:

Australian Taxation Office

Tax Integrity Centre

Locked Bag 6050

DANDENONG VIC 3175