



## **Whistleblower Policy**

**1300SMILES and its subsidiaries**

**(the “Company”)**

**Effective 1 January 2020**

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## 1 Overview

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### 1.1 Background

1300SMILES Limited (**1300SMILES**) and its related body corporates (together the **Group**) are committed to a culture of corporate compliance, honest and ethical behaviour and strong corporate governance.

To foster this culture throughout the Group, 1300SMILES encourages anyone who has knowledge of, or reasonable suspicions of, any incident or reportable conduct to report the matter through the appropriate channels at their earliest opportunity.

The Group recognises the importance of ensuring a safe, supportive and confidential environment where people feel confident about reporting wrongdoings and are supported and protected throughout the process.

### 1.2 About this policy

The purpose of this policy is to:

- (a) encourage, support and promote the appropriate raising of Reportable Conduct;
- (b) ensure that individuals who raise Reportable Conduct can do so safely, securely and with confidence that they will be protected and supported;
- (c) deter wrongdoing, in line with the Group's risk management and governance framework;
- (d) ensure that Reportable Conduct is dealt with appropriately and on a timely basis;
- (e) provide transparency around the Group's framework for receiving, handling and investigating disclosures; and
- (f) meet the Group's legal and regulatory obligations and align with the ASX Corporate Governance Principles and Recommendations.

### 1.3 Scope and application of policy

This policy will apply when a person makes a disclosure in accordance with the whistleblower protections of the Corporations Act 2001 (**Corporations Act**) and the Taxation Administration Act 1953 (**Tax Administration Act**) (a **Protected Disclosure**). A Protected Disclosure is made when:

- (a) an eligible whistleblower;
- (b) makes a disclosure of information in relation to Reportable Conduct;
- (c) to an eligible recipient.

## 2 Who is an eligible whistleblower?

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An eligible whistleblower includes any of the following in relation to the Group (past and present):

- (a) an officer or employee;
  - (b) a supplier of goods or services to the Group (including on an unpaid basis) and an employee of such a supplier;
  - (c) dentists, oral hygienists and other oral healthcare providers engaged by the Group; and
  - (d) a relative, spouse or dependant of any of the above people.
- (together **Stakeholders**).

### **3 What is Reportable Conduct?**

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#### **3.1 Reportable Conduct**

A Stakeholder can make a Protected Disclosure under this policy where they have reasonable grounds to suspect that the information concerns misconduct or an improper state of affairs or circumstances in relation a member of the Group (**Reportable Conduct**).

#### **3.2 Examples of Reportable Conduct**

Examples of Reportable Conduct include conduct engaged in by the Group or its officers or employees (whether by act or omission) that:

- (a) constitutes an offence against, or a contravention of, a provision of any of the following:
  - (i) the Corporations Act;
  - (ii) the Australian Securities and Investments Commission Act 2001;
  - (iii) the Banking Act 1959;
  - (iv) the Financial Sector (Collection of Data) Act 2001;
  - (v) the Insurance Act 1973;
  - (vi) the Life Insurance Act 1995;
  - (vii) the National Consumer Credit Protection Act 2009;
  - (viii) the Superannuation Industry (Supervision Act) 1993;
  - (ix) an instrument made under an Act referred to in subparagraphs (i) to (viii) or prescribed by regulation; or
  - (x) any other Commonwealth law which is punishable by 12 months' or more imprisonment;
- (b) represents a danger to the public or the financial system;
- (c) legal or regulatory non-compliance (including breaches of health and safety laws or any other professional codes of conduct or standard);
- (d) illegal accounting or auditing practices;
- (e) the concealment of any wrongdoing;
- (f) is improper, unethical, dishonest, fraudulent or corrupt;
- (g) involves any other kind of serious impropriety such as gross mismanagement or serious and substantial waste.

This list is not exhaustive and other wrongdoing may be covered by this policy even if it may not be a breach of a particular law, for example, if it could lead to unsafe work practices, environment or health risks.

#### **3.3 Personal work-related grievances**

Reportable Conduct does not include personal work-related grievances that do not have wide implications for the group, which should be raised with the Group in the ordinary course.

A 'personal work-related grievance' is a complaint or dispute relating to a person's employment or previous employment with the Group, which has implications for them personally and does not otherwise fall within the scope of Reportable Conduct referred to above. For example, an interpersonal conflict between the Stakeholder and another employee, or a decision relating to

their employment (such as about a transfer, promotion, terms of employment, disciplinary action or termination).

A personal work-related grievance may qualify for protection under this policy if it has significant implications for the Group, includes information about Reportable Conduct or misconduct beyond the Stakeholder's personal circumstances, or relates to detriment they have suffered or have been threatened with because they have raised a concern about Reportable Conduct.

## **4 How to make a whistleblowing disclosure**

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### **4.1 Eligible recipients**

To qualify for protection under this policy, the Corporations Act and Tax Administration Act (where relevant), a Stakeholder must raise the Reportable Conduct with an eligible recipient.

Internal eligible recipients include 1300SMILES' designated whistleblowing officer (**Whistleblowing Officer**) via the following contact details:

**Whistleblowing Officer**  
Level 1  
105 Denham St Townsville Qld 4810  
07 4720 1320  
[corporateservices@1300SMILES.com.au](mailto:corporateservices@1300SMILES.com.au)

an officer or senior manager at 1300SMILES, 1300SMILES' auditor (or a member of the audit team) (**Eligible Recipient**) or, if the Stakeholder does not feel comfortable making a disclosure to an internal eligible recipient, the Stakeholder may raise Reportable Conduct to an external eligible recipient.

### **4.2 External eligible recipients**

If the Stakeholder does not want to contact an Eligible Recipient, they can make a Protected Disclosure to the Australian Securities and Investments Commission (**ASIC**), the Australian Prudential Regulation Authority (**APRA**) or the Australian Taxation Office (**ATO**) (in relation to disclosing improper tax affairs).

Stakeholders can also make a Protected Disclosure to a lawyer where they seek legal advice or representation in relation to the operation of the whistleblower laws under the Corporations Act (or the Tax Administration Act where applicable), even if it does not relate to Reportable Conduct.

A Stakeholder may also make 'public interest' and 'emergency' disclosures (for example to a member of parliament or journalist). However, such disclosures will only qualify for protection if made in specific circumstances. For example, before making a public interest or emergency disclosure the Stakeholder must first make a report to ASIC, APRA or another prescribed body and wait at least 90 days before making the public interest disclosure. It is recommended that Stakeholders seek legal advice before making a public interest or emergency disclosure.

## **5 Information to include in a whistleblowing disclosure**

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Stakeholders should provide reasonable details to assist the Whistleblowing Officer to determine the best course of action, such as:

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

A Stakeholder can disclose Reportable Conduct to an Eligible Recipient anonymously and the protections under the Corporations Act (and the Tax Administration Act where applicable) will still apply. A Stakeholder can remain anonymous for the duration of any investigation and after the investigation is finalised. The Stakeholder can also refuse to answer questions that they feel might reveal their identity.

However, an investigation may not always be possible unless sufficient information is provided by the Stakeholder, and it may be difficult to offer the same level of practical support and protection if the Group does not know the Stakeholder's identity. The Group encourages any anonymous Stakeholder to maintain ongoing two way communication with the Group, so that it can ask follow-up questions or provide feedback.

## **6 Assessment and Investigation**

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### **6.1 Assessment of the Reportable Conduct**

The Whistleblowing Officer will conduct a preliminary assessment, to determine whether the Reportable Conduct requires further investigation and whether this policy applies. If the Reportable Conduct concerns the Whistleblowing Officer, then the National Operations Manager will carry out this assessment.

The Group's timing for the completion of a preliminary assessment will vary depending on the nature of the Protected Disclosure (including the amount of information and cooperation provided).

### **6.2 Investigation**

An investigation will only take place if there is objective evidence to support the allegations, or, a reasonable suspicion that such evidence may be obtained through further investigation.

The investigator appointed by the Group will determine whether the Reportable Conduct has occurred. The formality of the investigation depends upon the Reportable Conduct. A formal investigation might involve third parties such as lawyers, accountants, consultants or specialist forensic investigators.

The Group is committed to ensuring that any of its employees that are the subject of an investigation are treated fairly and that disclosures remain confidential where practical and appropriate.

The investigator will endeavour to complete the investigation within 3 months of the initial Protected Disclosure, but this will depend on the circumstances and nature of the disclosure. The method for documenting and recording the findings of an investigation will depend on the nature of the Reportable Conduct.

If the Reportable Conduct is proven, the investigator will report the outcome of the investigation to the appropriate decision-maker for further action. If the Reportable Conduct is not proven, but there is evidence of other inappropriate conduct, the matter may be referred for other action. For example, if the Reportable Conduct is a matter which relates to operations, it might be referred to the National Operations Manager. If the Reportable Conduct is not proven, and there is insufficient evidence of other inappropriate conduct, no further action will be taken.

Where appropriate, the Stakeholder will be advised of the outcome of the investigation, provided that the Stakeholder has provided relevant contact details.

## **7 Whistleblower protections and support**

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### **7.1 Our commitment**

The Group is committed to ensuring confidentiality in respect of all matters raised under this policy, and that those who make a Protected Disclosure are supported and protected from any detriment.

The following measures are an essential part of the Group's commitment to ensuring a safe, supportive and confidential environment where people feel confident about reporting wrongdoings.

### **7.2 Protection of identity and confidentiality**

Subject to compliance with legal requirements, upon receiving a Protected Disclosure from a Stakeholder under this policy, the Group will not, disclose any particulars that would suggest or reveal a Stakeholder's identity without first obtaining the Stakeholder's consent except to:

- (a) ASIC, APRA or a member of the Australia Federal Police; or
- (b) a legal practitioner for the purpose of obtaining legal advice or legal representation about the whistleblower provisions in the Corporations Act.

There are serious penalties for the Group and individuals if they do not comply with the legislative requirements around maintaining the confidentiality of a Stakeholder's identity. If a Stakeholder considers that there has been a breach of these confidentiality obligations, a complaint can be made to the Whistleblowing Officer or a regulator (e.g. ASIC, APRA or the ATO, where relevant) for investigation.

It is important to note that, in certain circumstances, the Group may be compelled by law to disclose the Stakeholder's identity, for example, in legal proceedings or where the Reportable Conduct involves a threat to life, property or may involve, or potentially involve, illegal activities.

### **7.3 Protection of files and records**

All files and records created from an investigation will be retained under strict security. Any unauthorised release of information to someone not involved in the investigation (other than senior managers or officers who need to know to take appropriate action, or for corporate governance purposes) without a Stakeholder's consent will be a breach of this policy. Where appropriate, identifying information may also be redacted.

### **7.4 Protection from detriment**

The Group will not tolerate any form of detriment against a person (or a threat to do so) because of (or for reasons including) a belief or suspicion that the person has made, may make, proposes to make or could make, a Protected Disclosure. Detriment may include:

- (a) termination of employment;
- (b) harassment, bullying or intimidation;
- (c) personal or financial disadvantage;
- (d) unlawful discrimination;
- (e) harm or injury, including psychological harm;
- (f) damage to reputation; or
- (g) any other conduct that constitutes retaliation.

However, it does not include administrative action that is reasonable to protect a person from detriment (e.g. moving a person who has made a disclosure in relation to their immediate work

area to another office) or managing a person's unsatisfactory work performance, if the action is in accordance with the Group's administrative or management framework.

Any employee of the Group who engages in detrimental conduct against a person because they have raised or intend to raise a concern regarding Reportable Conduct may be subject to disciplinary action. In some circumstances, this conduct may also attract civil or criminal penalties.

#### **7.5 Protection against legal action**

A Stakeholder is also protected from civil, criminal and administrative liability in relation to a Protected Disclosure under this policy, and information which a Stakeholder discloses cannot be used in legal proceedings against them (except for proceedings in relation to giving false information). This protection does not give Stakeholders immunity for any misconduct which they were engaged in that is revealed in the disclosure.

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

A Stakeholder may seek compensation through a court if they suffer loss, damage or injury for making a Protected Disclosure and the Group failed to take reasonable precautions and exercise due diligence to prevent the detrimental conduct.

Stakeholders can also pursue other remedies, including reinstatement, an apology or a court injunction to prevent or stop detrimental conduct. It is the Stakeholder's responsibility to bring any such action and the Group encourages Stakeholders to seek independent legal advice.

#### **7.7 Support**

If a Stakeholder has concerns about their work environment when making a Protected Disclosure (or at any time after making the disclosure) then they should tell the Whistleblowing Officer immediately so that they can provide support, such as:

- (a) working with the Stakeholder to understand and manage any welfare concerns they are experiencing;
- (b) providing an open line of communication for the Stakeholder to report any detrimental conduct; and
- (c) discussing appropriate strategies to manage any performance impacts or other challenges arising from the Protected Disclosure or any related investigation.

## **8 Compliance with this policy**

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This policy sets out the minimum standards required for Group employees. Additional requirements may apply in some circumstances, for example, international employees in overseas jurisdictions. Non-compliance with this policy may result in disciplinary action up to and including termination of employment.

## **9 Reporting**

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1300SMILES' Board will receive periodic reports containing summary information in relation to concerns raised under this policy. This may include, for example, a summary of the number, nature and outcome of matters that have been raised under this policy. The Board may also be provided with additional information about any material incidents raised. Information received by the Board will be de-identified as required.

## **10 Accessibility of this policy**

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This policy is publicly available on the Group's public website and for Group staff on the Group's intranet site. A hard copy of this policy may be obtained by contacting the Whistleblowing Officer.

Group staff will receive training about the policy and their rights and obligations under it. Key Group staff, including Whistleblowing Officers and those involved in the Group's whistleblowing program, will also receive regular training about their obligations under this policy, including in relation to how to respond to Protected Disclosures where relevant.

## **11 Amendments and review**

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This policy cannot be amended without the approval of the 1300SMILES' Board and will be reviewed from time to time by the Board to ensure that it remains effective and meets best practice standards and the needs of the Group.