



**QMS MEDIA PTY LTD**  
**WHISTLEBLOWER POLICY**



## QMS Media Pty Ltd

### Whistleblower Policy

#### 1. APPLICATION AND SCOPE

The QMS Media group consists of QMS Media Pty Ltd and all other related entities of QMS Media Pty Ltd (“**QMS Media**” or the “**Group**”).

This Whistleblower Policy (“**Policy**”) details the framework for receiving, investigating and addressing allegations of Reportable Conduct (see section 4 for the definition of “**Reportable Conduct**”) where that Reportable Conduct concerns the activities of QMS Media or current and former directors, officers, agents, employees and contractors of the Group (“**QMS Media Personnel**”).

This Policy applies to anyone who has or is working for us or doing something in connection with their work for us. This includes past and current:

- a) officers and managers;
- b) board members;
- c) employees;
- d) volunteers;
- e) individuals who supply goods and services to us, and, their employees;
- f) work experience students;
- g) commissioned agents and their consultants;
- h) a relative of the above; or
- i) a dependant of an individual referred to above or of such an individual’s spouse (collectively referred to as ‘**Whistleblowers**’).

If this Policy differs from applicable law, QMS Media will apply whichever is more stringent.

#### 2. OBJECTIVES AND PURPOSE

As a market leader in out of home advertising, QMS Media is committed to fostering a culture of ethical behaviour and good corporate governance. QMS Media will not tolerate any corrupt, illegal or other undesirable conduct by QMS Media Personnel nor condone victimisation of an individual who intends to report or has reported such conduct as a Protected Disclosure in accordance with this Policy (see section 3 for definition of “**Protected Disclosure**”). The Group supports the reporting of improper conduct. This Policy is designed to promote open communication throughout the Group, develop practices that reduce the risk of Reportable Conduct within QMS Media, and safeguard the reputation, values and ethics of the Group.

The objectives of this Policy are to:

- a) provide any Whistleblower making an allegation of Reportable Conduct with a clear framework within which to make that allegation as a Protected Disclosure;
- b) to encourage more disclosures of wrongdoing;
- c) ensure any reports of Reportable Conduct are dealt with appropriately and on a timely basis;

- d) to provide transparency around QMS Media's framework for receiving, handling and investigating disclosures;
- e) protect Whistleblowers from victimisation and retaliation;
- f) support Whistleblowers throughout the reporting process;
- g) afford natural justice and procedural fairness to anyone who is the subject of an allegation of Reportable Conduct;
- h) to support QMS Media's values and Code of Conduct;
- i) to support QMS Media's long term sustainability and reputation;
- j) to meet QMS Media's legal and regulatory obligations; and
- k) to align with the ASX Corporate Governance Principles and Recommendations and relevant standards.

To support its stated objectives, this Policy provides a framework for Whistleblowers to make a Protected Disclosure by:

- a) providing reasonable protections for a Whistleblower who, acting honestly with genuine or reasonable belief that the information in the allegation is true or likely to be true, raises concerns about Reportable Conduct (see section 4 of this Policy for examples); and
- b) ensuring allegations of Reportable Conduct are properly and lawfully investigated and addressed.

This policy:

- a) forms a part of QMS Media's risk management system and corporate governance framework;
- b) is one of the mechanisms in QMS Media's risk management tool kit for identifying wrongdoing; and
- c) is available to all employees as part of their employment information.

### 3. PROTECTED DISCLOSURES

A "**Protected Disclosure**" is a report of Reportable Conduct made in accordance with this Policy. Nothing in this Policy is intended to abrogate or diminish any additional or alternative protections which may be available at law.

To be protected under this Policy, a Whistleblower must:

- a) be acting honestly with genuine or reasonable belief that the information in the allegation is true or likely to be true;
- b) make the disclosure in accordance with this Policy; and
- c) not themselves have engaged in serious misconduct or illegal conduct in relation to the Reportable Conduct.

QMS Media promotes a culture that encourages the reporting of Reportable Conduct and where a Whistleblower makes a Protected Disclosure, that person will be protected from disciplinary action, victimisation, retaliation or claims by QMS Media as a result of having made the report. The Whistleblower must, at all times during the reporting process, continue to comply with this Policy.

In circumstances where, for any reason, the identity of the Whistleblower is known outside of

the investigation process, QMS Media will take reasonable steps to protect the Whistleblower from retaliatory or discriminatory action where it has sufficient authority to do so. QMS Media has no power to offer any person immunity against prosecution in the criminal jurisdiction or from any civil action which may be brought against the Whistleblower.

In some jurisdictions, in addition to the protections provided for under this Policy, a person making an allegation of Reportable Conduct may be protected by local law from civil and/or criminal proceedings, and, against retaliatory or discriminatory action as a result of having made an allegation protected by applicable local law. Whistleblowers should be aware that, in some jurisdictions, making an allegation to a government authority without using QMS Media's internal procedure may result in the loss of whistleblower protection available under this Policy.

#### **4. WHAT IMMUNITIES ARE AVAILABLE TO A WHISTLEBLOWER**

QMS Media encourages every person to speak up against misconduct. Anyone who makes a disclosure:

- a) with reasonable grounds for suspecting misconduct has or may occur, and
  - b) has not engaged in serious misconduct or illegal conduct relating to the disclosure
- will be provided with immunity from disciplinary action.

If the discloser makes a disclosure that qualifies for protection under the Corporations Act 2001 (Cth) (**the Act**):

- a) the discloser is not subject to any civil, criminal or administrative liability (including disciplinary action) for making the disclosure; and
- b) no contractual or other remedy may be enforced, and no contractual or other right may be exercised, against the discloser on the basis of the disclosure; and
- c) the information is not admissible in evidence against the Whistleblower in criminal proceedings or in proceedings for the imposition of a penalty, other than proceedings in respect of the falsity of the information,

except as provided for by the Act it does not prevent a whistleblower being subject to any civil, criminal or administrative liability for conduct of the whistleblower that is revealed by the disclosure.

#### **5. PROTECTION UNDER THE LAW**

To qualify for protection as a whistleblower under the Act and to receive specific legal rights you must meet all three (3) of the following requirements:

- a) you must be an eligible Whistleblower (as defined above);
- b) disclose Reportable Conduct subject to the work grievance exemptions (as defined below); and
- c) make the disclosure through an appropriate reporting channel and recipient (as defined below).

#### **6. REPORTABLE CONDUCT**

##### **6.1. What misconduct should be reported**

This Policy supports the reporting of allegations of serious wrongdoing ("**Reportable Conduct**") by QMS Media, QMS Media Personnel or the Group's independent auditors.

Reportable Conduct includes, but is not limited to the following:

- a) dishonest, corrupt or illegal activities;
- b) theft, fraud, money laundering or misappropriation;
- c) a serious breach of the Group's policies and procedures;
- d) offering or accepting a bribe;
- e) use of Group funds or Group resources in a manner that falls within the scope of Reportable Conduct;
- f) damage/sabotage, violence, drug & alcohol sale/use;
- g) risks to the health and safety of workers;
- h) unethical conduct;
- i) bullying, discrimination, harassment or abuse;
- j) victimising someone for reporting Reportable Conduct;
- k) recrimination against someone because they participated in an investigation or review; or
- l) any instruction to cover up or attempt to cover up serious wrongdoing.

This Policy extends to serious wrongdoing that occurs before or after the commencement of this Policy, and is not limited to the above examples.

## **6.2. What misconduct should not be reported under this Policy**

Personal work-related grievances are not matters of misconduct which can be reported under this Policy and are not matters which provide specific whistleblower protections to the discloser under Australian law. Personal work related grievances relate to current or former employment and have implications for the discloser personally but do have significant implications for the organisation or do not relate to misconduct disclosable under this Policy. Examples of personal work related grievances include:

- a) an interpersonal conflict between the whistleblower and another employee
- b) a decision that does not involve a breach of workplace laws
- c) a decision relating to the engagement, transfer or promotion of the whistleblower
- d) a decision relating to the terms and conditions of engagement of the whistleblower
- e) a decision to suspend or terminate the engagement of the whistleblower, or otherwise to discipline the whistleblower

Personal work related grievances should be internally to management or human resources.

## **7. MAKING A REPORT**

### **7.1. Internal and external reporting**

A Protected Disclosure may be made using the reporting channels outlined below.

Whistleblowers may use any of the following channels of communication to make a report verbally or in writing to:

- a) their immediate supervisor or department manager; or
- b) a member of the QMS Media management system internal audit team; or

- c) a QMS Media director or company secretary; or
- d) a QMS Media Whistleblower Protection Officer (“WPO”).

If for any reason the Whistleblower does not feel they are able to use the internal channels, they may contact the independent Whistleblower Service or external authorities and entities.

Where the Whistleblower believes QMS Media’s internal processes are inappropriate because:

- a) the alleged Reportable Conduct involves a WPO or an executive officer of QMS Media; or
  - b) the Whistleblower considers the matter should not be referred to a WPO; then
- the Whistleblower may use the external reporting services.

### **7.2. QMS Media’s Whistleblower Protection Officers**

The WPOs are appointed by the QMS Media Company Secretary to:

- a) safeguard the interests of a Whistleblower;
- b) assess the immediate welfare and protection needs of a Whistleblower and, where the Whistleblower is an employee, seek to foster a supportive work environment; and
- c) respond as appropriate and necessary to any concerns or reports of victimisation by a Whistleblower.

QMS Media’s primary WPOs are

- a) QMS Media Company Secretary, Malcolm Pearce who may be contacted:
  - (i) via email at [malcolm.pearce@qmsmedia.com](mailto:malcolm.pearce@qmsmedia.com);
  - (ii) in person; or
  - (iii) via post to the attention of “The Whistleblower Protection Officer – Malcolm Pearce” at 214 Park Street, South Melbourne Victoria 3205.
- b) Head of People and Culture, Jodi Rosenthal who may be contacted:
  - (i) via email at [jodi.rosenthal@qmsmedia.com](mailto:jodi.rosenthal@qmsmedia.com);
  - (ii) in person; or
  - (iii) via post to the attention of “The Whistleblower Protection Officer – Jodi Rosenthal” at 214 Park Street, South Melbourne Victoria 3205.

If a complainant is uncertain how to contact a WPO, they may seek clarification from their supervisor or manager, or consider using the independent Whistleblower Service.

### **7.3. Independent Whistleblower Service**

If a Whistleblower is not comfortable or able to report misconduct internally, they may make a report via QMS Media’s external and independent whistleblowing service provider, Your Call (“**Whistleblower Service**”).

The independent Whistleblower Service acts as the intermediary, providing the means for Whistleblowers to retain anonymity, whilst enabling QMS Media to obtain further information if required. All reports received by the independent Whistleblower Service are reported to the QMS Media WPO in accordance with this Policy. The independent Whistleblower Service also enables the Whistleblower to receive updates from QMS Media.

This is done via the use of an online anonymous message board which the Whistleblower

will have access to after making a disclosure (**Your Call Message Board**).

The Your Call Message Board allows a Whistleblower to:

- a) communicate with Your Call and/or QMS without revealing the disclosers identity;
- b) securely upload any relevant documentation and/or material that the discloser wish to provide;
- c) receive updates; and
- d) request support or report detrimental acts.

This option allows the Whistleblower to:

- a) remain completely anonymous if the discloser should wish;
- b) identify the discloser to Your Call only; or
- c) identify the discloser to both Your Call and QMS Media.

The independent Whistleblower Service enables reports to be made anonymously and confidentially. Whilst QMS Media would prefer Whistleblowers to disclose their identity in order to facilitate any investigation, Whistleblowers are not required to identify themselves and will not be named in any report to QMS Media unless they have consented to their identity being disclosed.

The Whistleblower Service reporting options include:

- a) website **<http://www.yourcall.com.au/report>**, available 24/7
- b) telephone: **1300 790 228**, available 9am to 12 am on recognised Australian national business days (AEST)

Online reports can be made via the website address listed above. QMS Media's unique identifier code is: **QMS**

In the event a report received by the Whistleblower Service relates to a primary WPO, the Whistleblower Service will exclude that primary WPO from all communications and where the report relates to all primary WPOs will, when reporting that report to QMS Media for investigation, refer the report directly to QMS Media's General Counsel, David Edmonds via email [david.edmonds@qmsmedia.com](mailto:david.edmonds@qmsmedia.com).

The Whistleblower Service remains the independent intermediary at all times and will only communicate with QMS Media's authorised primary WPOs or General Counsel.

#### **7.4. Making a disclosure to external authorities and entities**

##### **7.4.1. Concerning misconduct under the Act**

If the misconduct relates to Section 1317AA (1) of the Act a discloser may make a disclosure to:

- a) ASIC:  
<https://compliance.asic.gov.au/#/form/583b77dc397bbc319837ea2a/app/5de48f4c8c212107b4c13f22>;
- b) APRA:  
<https://www.apra.gov.au/become-a-whistleblower-and-make-a-public-interest-disclosure>; or
- c) a Commonwealth authority prescribed for the purposes of Section 1317AA (1) of the

Act.

#### **7.4.2. Concerning disclosures made to legal practitioner**

If a Whistleblower makes a disclosure to a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of Part 9.4 of the Act (which includes the whistleblower protections and confidentiality of a Whistleblowers identity) the disclosure will be protected under the Act.

#### **7.4.3. Concerning public interest disclosures**

A Whistleblower may make a disclosure in the public interest to a member of the Parliament of the Commonwealth, the Parliament of a State or the legislature of a Territory or a journalist if:

- a) the discloser has previously made a disclosure of that misconduct, and
- b) at least 90 days have passed since the previous disclosure was made; and
- c) the discloser does not have reasonable grounds to believe that action is being, or has been, taken
- d) to address the misconduct to which the previous disclosure related; and
- e) the discloser has reasonable grounds to believe that making a further disclosure of the misconduct would be in the public interest; and
- f) after the end of the 90 day period the discloser gives the person to whom the discloser made the previous disclosure a written notification that:
  - i) includes sufficient information to identify the previous disclosure; and
  - ii) state that you intend to make a public interest disclosure; and
- g) the public interest disclosure is made to:
  - (i) a member of the Parliament of the Commonwealth, the Parliament of a State or the legislature of a Territory; or
  - (ii) a journalist; and
- h) the extent of the information disclosed in the public interest disclosure is no greater than is necessary to inform the recipient of the misconduct or the improper state of affairs or circumstances.

#### **7.4.4. Concerning emergency disclosures**

A Whistleblower may also make an emergency disclosure to a member of the Parliament of the Commonwealth, the Parliament of a State or the legislature of a Territory or a journalist if:

- a) the discloser previously made a disclosure that qualifies for protection under the Act (Part 9.4 under subsection 1317AA(1); and
- b) the discloser has reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of one or more persons or to the natural environment; and
- c) the discloser gives the body to which the previous disclosure was made a written notification that:
  - (i) includes sufficient information to identify the previous disclosure; and
  - (ii) states that the discloser intends to make an emergency disclosure; and

- d) the emergency disclosure is made to:
  - (i) a member of the Parliament of the Commonwealth, the Parliament of a State or the legislature of a Territory; or
  - (ii) a journalist; and
- e) the extent of the information disclosed in the emergency disclosure is no greater than is necessary to inform the recipient of the substantial and imminent danger.

#### **7.5. Consequences of making a false report**

Anyone who knowingly makes a false report of Reportable Conduct, or who otherwise fails to act honestly with reasonable belief in respect of the report may be subject to disciplinary action, including dismissal (in the case of employees) or professional conduct sanction (in the case of members).

The disciplinary action or sanction will depend on the severity, nature and circumstance of the false report.

### **8. WHERE TO ACCESS FURTHER INFORMATION AND ADVICE**

At any time, a person who is unsure about whether to make a Protected Disclosure or requires further information or advice about making a disclosure or the support and protection available is encouraged to discuss the matter in confidence with their immediate supervisor or department manager or the WPO. In the event the person does not formally make a Protected Disclosure, QMS Media may nevertheless be compelled to act on the information provided during that discussion if that information reasonably suggests Reportable Conduct has occurred or may occur.

### **9. CONFIDENTIALITY AND PRIVACY**

QMS Media will make all reasonable efforts to ensure the identity of a Whistleblower remains confidential throughout the investigation process. QMS Media will not disclose a Whistleblower's identity unless:

- a) the Whistleblower consents to the disclosure of their identity;
- b) disclosure of the Whistleblower's identity is compelled by law;
- c) disclosure is necessary to prevent a serious threat to any person's health or safety; or
- d) it is necessary to protect or enforce the Group's legal rights or interests or to defend any claims.

Whistleblowers can report anonymously and QMS Media has in place the following measures and mechanisms for protection the confidentiality of a discloser's identity:

#### **A. Reducing the risk that the discloser will be identified from the information contained in a disclosure:**

- (i) all personal information or reference to the discloser witnessing an event will be redacted;
- (ii) the discloser will be referred to in a gender-neutral context;
- (iii) where possible, the discloser will be contacted to help identify certain aspects of their disclosure that could inadvertently identify them;
- (iv) disclosures will be handled and investigated by qualified staff; and

## **B. Secure record-keeping and information-sharing processes**

- (i) all paper and electronic documents and other materials relating to disclosures will be stored securely;
- (ii) access to all information relating to a disclosure will be limited to those directly involved in managing and investigating the disclosure;
- (iii) only a restricted number of people who are directly involved in handling and investigating a disclosure will be made aware of a discloser's identity (subject to the discloser's consent) or information that is likely to lead to the identification of the discloser;
- (iv) communications and documents relating to the investigation of a disclosure will not to be sent to an email address or to a printer that can be accessed by other staff; and
- (v) each person who is involved in handling and investigating a disclosure will be reminded about the confidentiality requirements, including that an unauthorised disclosure of a discloser's identity may be a criminal offence.

Any supervisor or manager who receives a Whistleblower report must not disclose that report to anyone other than the primary WPOs. Unauthorised disclosure of the Whistleblower's identity or information from which the identity of the Whistleblower could be inferred will be regarded as a disciplinary matter and will be dealt with in accordance with the Group's disciplinary procedures. It is also an offence/contravention under the Act which carries serious penalties for individuals and companies. If you are a discloser of a reportable matter and your identity is revealed without your consent you may also be eligible to claim compensation and remedies under the Act.

Where a Protected Disclosure is made anonymously through the independent Whistleblower Service, QMS Media will use reasonable efforts to ensure the process of investigating the report does not lead to the Whistleblower being identified. A Whistleblower can lodge a complaint with QMS Media if you believe a breach of your confidentiality as a discloser has occurred by contacting a WPO. A Whistleblower can also lodge a complaint with a regulator including ASIC, APRA or the ATO if it is believed a breach of confidentiality as a discloser has occurred.

A Whistleblower must keep all information relating to any allegation confidential at all times, both during any investigation process and following any resolution of an allegation.

## **10. PROTECTION AGAINST DETRIMENTAL CONDUCT**

QMS Media will do everything reasonably possible to support and protect anyone who:

- a) intends to or actually makes a disclosure
- b) is mentioned in the disclosure
- c) acts as a witness
- d) otherwise assists with the investigation and resolution of the disclosure from detrimental conduct, acts and omissions.

Examples of detrimental conduct, acts and omissions include but are not limited to:

- a) dismissal of an employee
- b) alteration of an employee's position or duties to his or her disadvantage

- c) harassment or intimidation of a person
- d) harm or injury to a person, including psychological harm
- e) damage to a person's reputation

Examples of actions that are not detrimental conduct and omissions include but are not limited to:

- a) administrative action that is reasonable for the purpose of protecting a discloser from detriment (e.g. moving a discloser who has made a disclosure about their immediate work area to another office to prevent them from detriment); and
- b) managing a discloser's unsatisfactory work performance, if the action is in line with the entity's performance management framework.

QMS Media has in place the following measures and mechanisms to protect Whistleblowers from detriment:

- a) processes for assessing the risk of detriment against a discloser and other persons (e.g. other staff who might be suspected to have made a disclosure), which will commence as soon as possible after receiving a disclosure;
- b) support services (including counselling or other professional or legal services) that are available to disclosers;
- c) strategies to help a discloser minimise and manage stress, time or performance impacts, or other challenges resulting from the disclosure or its investigation;
- d) actions for protecting a discloser from risk of detriment—for example, QMS Media may allow the discloser to perform their duties from another location, reassign the discloser to another role at the same level, or reassign or relocate other staff involved in the disclosable matter;
- e) processes for ensuring that management are aware of their responsibilities to maintain the confidentiality of a disclosure, address the risks of isolation or harassment, manage conflicts, and ensure fairness when managing the performance of, or taking other management action relating to, a discloser; and
- f) interventions for protecting a discloser if detriment has already occurred—for example, we may investigate and address the detrimental conduct, such as by taking disciplinary action, or we may allow the discloser to take extended leave or offer other remedies.

QMS Media is committed to ensuring that any person who reports Reportable Conduct, acts as a witness or participates in any way with respect to a report of Reportable Conduct remains safe and is not victimised. QMS Media will thoroughly investigate reports of detrimental acts. If proven, those who have caused harm or have victimised another will be subject to management action including disciplinary action up to dismissal. It is also an offence/contravention under the Act which carries serious penalties for individuals and companies. If a Whistleblower suffers a detrimental act or acts the discloser may also be eligible to claim compensation and remedies under the Act.

## **11. ASSESSING AND CONTROLLING THE RISK OF DETRIMENT**

QMS Media assesses the risk of detriment and keeps records of its risk assessments and risk control plans.

Steps in QMS Media's framework for assessing and controlling the risk of detriment are as follows:

- a) risk identification: assess whether anyone may have a motive to cause detriment. Information may be gathered from a Whistleblower about:
  - (i) the risk of their identity becoming known;
  - (ii) who they fear might cause harm or detriment to them;
  - (iii) whether there are any existing conflicts or problems in the work place; and
  - (iv) whether there have already been threats to cause harm or detriment;
- b) risk analysis and evaluation: analyse and evaluation of the likelihood of each risk and evaluate the severity of the consequences;
- c) risk control: develop and implement strategies to prevent or contain the risks—for anonymous disclosures, assess whether the discloser's identity can be readily identified or may become apparent during an investigation; and
- d) risk monitoring: monitor and reassess the risk of harm or detriment where required—the risk of harm or detriment may increase or change as an investigation progresses, and even after an investigation is finalised.

## **12. SUPPORT AND PROTECTION**

If necessary QMS Media will appoint a 'Protection Officer' to arrange or coordinate support and protection for anyone who has or is in the process of making a disclosure.

The Whistleblower can contact a WPO to discuss how a Protection Officer may be able to provide support and protection.

The Protection Officer is appointed by QMS Media to:

- a) assess the immediate welfare and protection needs of a Whistleblower;
- b) safeguard the interests of a Whistleblower in accordance with this Policy and the law; and
- c) address any issues or concerns of harm or detrimental acts/detrimental treatment.

QMS Media may appoint a person from within the organisation or a third party to be the Protection Officer.

## **13. INVESTIGATION**

### **13.1. Referral of the disclosure**

A Whistleblower's report may only be investigated and acted upon following referral to the WPO. Any other person (such as a supervisor or manager) who receives a report of Reportable Conduct must immediately refer it to the WPO, take no further action and keep the report confidential.

Once received, all allegations of Reportable Conduct pursuant to this Policy must be referred to the WPO and include, at a minimum, the following details:

- a) the date the Whistleblower made the report;
- b) the date and substance of the Reportable Conduct;
- c) the identity and level of seniority of the alleged wrongdoer;
- d) the level of risk associated with the alleged wrongdoing.

All Protected Disclosures will ultimately be reported to the QMS Media board, either as part

of the Whistleblower Register, or as standalone agenda items in circumstances where the WPO determine this is warranted or necessary.

### **13.2. What will QMS Media do with the disclosure**

The WPO will:

- a) carefully assess the information provided to decide the best action to take, including whether an investigation is required, to determine whether the misconduct is proven or not proven;
- b) keep the information provided in a confidential and secure system;
- c) coordinate and oversee the investigation where an Investigator (as defined below) has been appointed;
- d) appoint a Protection Officer, if deemed necessary, to support and protect the Whistleblower from harmful or detrimental acts;
- e) advise the Whistleblower (through Your Call where anonymity is requested) of the progress of the matter to the extent it is legally permissible and appropriate to do so; and
- f) take all reasonable steps to ensure fair treatment for and to ensure the identity of the Whistleblower and the person/s who is the subject of the disclosure are kept confidential. An employee who is the subject of a disclosure will be advised about the subject matter of the disclosure as and when required by principles of natural justice and procedural fairness and prior to any actions being taken. An employee who is the subject of a disclosure may contact the entity's support services by contacting [www.assureprograms.com](http://www.assureprograms.com).

### **13.3. Investigation of the disclosure**

The WPO will determine whether sufficient information exists to allow the report(s) to be investigated, whether an investigation is required, and, if so, determine the appropriate investigation process, including:

- a) the nature and scope of the investigation;
- b) who will conduct the investigation and whether that person should be external to QMS Media (the **Investigator**);
- c) the nature of any technical, financial or legal advice that may be required; and
- d) a timeframe for the investigation (having regard to the allocated level of risk).

### **13.4. How will the investigation be conducted?**

The investigation will be conducted in a constructive, impartial and lawful way according to the principles of natural justice and procedural fairness and all efforts will be made to meet investigation best practices.

The Investigator will:

- a) gather information, material and documentation concerning the disclosure as quickly as possible (this may involve taking steps to protect or preserve documents, materials and equipment);
- b) focus on the substance of the disclosure and will not focus on the motives of the discloser;
- c) not assume that disclosures about conduct or behaviour that appear to have had a

personal impact on a discloser are somehow less serious. The discloser's experience may indicate a larger or systemic issue;

- d) take a statement or record of interview and or tape formal interviews with witnesses as required (where the whistleblower wishes to remain anonymous and does not wish to make a statement they will not be asked to do so);
- e) keep information gathered in the investigation securely;
- f) take all reasonable steps to protect the identity of the Whistleblower. Where disclosure of the identity of the whistleblower cannot be avoided due to the nature of the allegations, the investigator will first gain the consent of the whistleblower before providing identifying information to any additional persons; and
- g) complete the investigation and provide a report of their findings as soon as is reasonably practical.

### **13.5. Investigation Findings**

QMS Media will apply principles of procedural fairness and natural justice to the conduct of any investigation and resultant findings arising under this Policy.

At the conclusion of the investigation the Investigator will report their findings of all relevant facts to the primary WPO (or directly to QMS Media's General Counsel if the primary WPOs have both been circumvented due to a conflict as contemplated by this Policy) and advise whether the disclosure is proven, not proven or otherwise and the recommended course of action (if any) that QMS Media should take in response to the findings. Such action may include a disciplinary process or another form of escalation of the report within or outside of the Group.

QMS Media will use the report to will determine the action (if any) to be taken. If appropriate, and subject to any applicable confidentiality, privacy or legal constraints, the WPO may notify the Whistleblower of the conclusion of the investigation and the action taken.

### **13.6. Will the Whistleblower be kept informed**

Subject to privacy and confidentiality requirements, the Whistleblower will (through Your Call where anonymity is requested) be kept informed on a continuing basis of:

- a) when the investigation process has begun;
- b) relevant progress of the investigation; and
- c) the outcome of the investigation;

to the extent that QMS Media deems it appropriate and legally permissible to do so.

QMS Media may be required to refer an allegation of Reportable Conduct to the Police or other agency (e.g. the Australian Securities and Investments Commission). In such circumstances, QMS Media may not be able to keep a Whistleblower informed on the progress of a Protected Disclosure.

### **13.7. What happens if the misconduct is proven?**

If the misconduct is proven QMS Media will decide what action to take including disciplinary action up to dismissal. The disciplinary action will depend on the severity, nature and circumstance of the misconduct.

## 14. AVENUES FOR REVIEW

A Whistleblower may request a review of the investigation findings if the discloser is not satisfied with the outcome. The review will be conducted by an officer who is not involved in handling and investigating disclosures and the review findings will be shared with the QMS Media board.

QMS Media is not obliged to reopen an investigation if it finds that the investigation was conducted properly, or new information is either not available or would not change the findings of the investigation.

## 15. RECORD KEEPING AND ACCOUNTABILITY

QMS Media will establish and maintain a record of all reports of Reportable Conduct received, the investigation process undertaken and any actions taken to resolve the the matter (“**Whistleblower Register**”).

The WPO will:

- a) coordinate and support the impartial investigation of Protected Disclosures;
- b) submit a quarterly summary report to the QMS Media board, which provides statistics of:
  - (i) the number of reports received, per quarter;
  - (ii) for each report, the type of misconduct alleged, the level of seniority of the alleged wrongdoer and the level of perceived risk;
  - (iii) for each report, the time taken to investigate it; and
  - (iv) the conclusion of each investigation (upholding or dismissing the report) and the nature of the action taken (such as disciplinary action).

The QMS Media Company Secretary shall periodically review the Whistleblower Register to ensure that proper processes are being followed.

## 16. SUPPORT

The WPO can initiate or coordinate support for employees who have or are in the process of making a report. As a first step, employees can contact QMS Media’s employee assistance provider Assure. Information on Assure can be found at [www.assureprograms.com](http://www.assureprograms.com) and at any stage employees and their immediate family members can:

- a) arrange an appointment with Assure by calling 1800 808 374;
- b) arrange an appointment with Assure by booking an appointment online here: <https://assureprograms.com.au/contact/>; or
- c) text for counselling support via SMS on 0439 449 876.

## 17. COMMUNICATION

### 17.1. How will this policy be made available to employees and officers of QMS Media

QMS Media makes this Policy available to employees and officers by:

- a) posting the Policy on the QMS Media intranet or other communication platform;
- b) posting the Policy on the QMS Media website at [www.qmsmedia.com](http://www.qmsmedia.com);
- c) incorporating the Policy in employee induction and onboarding information packs and

training for new starters.

QMS Media communicates this Policy to employees and officers annually and provides education on this Policy to employees and officers from time to time.

## 18. POLICY REVIEW AND AMENDMENT

This Policy and subsequent procedures will be revised from time to time in accordance with any legislative or organisational changes. Any amendments to this Policy shall be effected by the posting of an updated version of the document on QMS Media’s intranet and website.

## 19. VERSION CONTROL

VERSION	DATE	AUTHOR	CHANGES
1.0	18.12.2019	Legal	First version of Policy
1.1	13.01.2020	Legal	Clause 16: appointment of new EAP
1.2	18.11.2020	Legal	Removal of Alternate WPO references and inserting alternate contact QMS Media’s General Counsel; removal of Audit and Risk Committee references and inserting QMS Media’s board or company secretary (where applicable)
1.3	21.10.2021	Marketing	Transfer to QMS Media rebrand
1.4	22.02.2022	Legal	Clause 7.2: appointment of new WPO
1.5	15.09.2022	Legal	Clause 7.2: appointment of new WPO

*Developed: 18<sup>th</sup> December 2019*

*Reviewed: 15<sup>th</sup> September 2022*