

PricewaterhouseCoopers Australia

Whistleblower Policy

January 2020



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Why is protecting Whistleblowers important?

The trust that our clients, communities and our people place in us, and in our high standards of ethical behaviour, are fundamental to everything we do. As we go about our work, it's important we have a frame of reference for the decisions we make every day. Our [Code of Conduct and Third Party Code of Conduct](#) (the **Codes**) can guide us, no matter where we are or what we do. It's how we do business.

As part of our commitment to building trust in society, this policy provides a framework for whistleblowers inside and outside the firm to make reports.

What type of reports are covered under this policy?

This policy applies to the making of reports relating to PricewaterhouseCoopers Australia and each of its corporate entities (**PwC Australia**) which qualify for protection under the Australian statutory whistleblower protection regime (**Whistleblower Report**).

This policy excludes reports relating solely to:

- external entities including PwC Australia's clients; and
- personal workplace-related grievances (see below), which are covered by PwC Australia's internal grievance procedure policy (accessible by PwC personnel here), except as otherwise provided below.

The purpose of this policy is to:

- encourage genuine concerns to be raised as soon as possible about misconduct, malpractice,
- irregularities or any other behaviour which is dishonest, corrupt, illegal or inconsistent with any of PwC Australia's values or policies, without the person raising the concern being subject to victimisation, harassment or discriminatory treatment;
- provide guidance in relation to how to raise those concerns, how they will be investigated and the support available for individuals raising concerns under this policy; and
- comply with legislative requirements to ensure statutory protection is afforded to eligible individuals who make a Whistleblower Report that qualifies for protection under the Corporations Act 2001 (Cth) (**Corporations Act**) or Taxation Administration Act 1053 (Cth) (**Tax Administration Act**).

If you have any questions about the scope of this policy, please contact the Business Ethics Team – see contact details [below](#).

What is a Whistleblower Report?

A Whistleblower Report is a report which qualifies for protection under the Australian statutory whistleblower protection regime in the Corporations Act (or Tax Administration Act, where relevant).

Generally, a report will qualify for statutory protection if made:

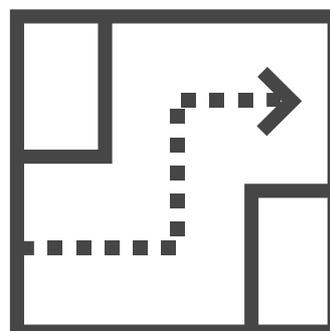
- by an **Eligible Whistleblower** who has reasonable grounds to suspect Wrongdoing
- about **Wrongdoing**
- directly to an **Eligible Recipient**.

For information on the statutory protections available under the Australian statutory whistleblower protection regime, see [Annexure A](#).

Who is an Eligible Whistleblower?

Eligible Whistleblowers include any:

- current or former employees of PwC Australia;
- current or former officers or associates of PwC Australia (for example, a director or company secretary of a PwC Australia company);
- current or former PwC Australia suppliers, employees of a PwC Australia supplier, contractors, subcontractors, or volunteers; or
- relatives, dependants or spouse of an individual identified above, (each, an **Eligible Whistleblower**).



What is Wrongdoing?

It is not possible to provide an exhaustive list of the activities which should be reported for the purpose of this policy. Generally, Wrongdoing includes any conduct of any person connected with PwC Australia, which an Eligible Whistleblower has reasonable grounds to suspect is:

- misconduct or an improper state of affairs, including in relation to PwC Australia's tax affairs;
- an offence or contravention of the law punishable by imprisonment for 12 months or more;
- a contravention of Commonwealth or State laws including (without limitation) the Corporations Act, *the Australian Securities and Investments Commission Act 2001 (Cth)*; *the Banking Act 1959 (Cth)*, *the Financial Sector (Collection of Data) Act 2001 (Cth)*; *the Insurance Act 1973 (Cth)*, *the Life Insurance Act 1995 (Cth)*, *the National Consumer Credit Protection Act 2009 (Cth)* or *the Superannuation Industry (Supervision) Act 1993 (Cth)*;
- a danger to public safety or the stability of, or confidence in financial system;
- indicative of systemic issues, dishonest or unethical behaviour or practices; or
- other conduct which causes harm, or has potential to cause harm to PwC Australia or is prohibited by the Codes.

Further examples of Wrongdoing that are specific to PwC Australia's business operations and practices are included in [Annexure B](#) to this policy.

Please note Wrongdoing may not necessarily involve a contravention of a particular law - for example, where the information would be of interest to a regulatory authority or suggest a risk of client harm. In addition, information that suggests a significant risk to public safety or stability in the financial system is Wrongdoing even if it does not involve a breach of a particular law. Questions in relation to the type of conduct or behaviour that may amount to Wrongdoing and that is covered by this policy and the Corporations Act (and Tax Administration Act, where relevant) should be directed to the Business Ethics Team – see contact details below.

An Eligible Whistleblower can still qualify for protection even if their Whistleblower Report turns out to be incorrect or unsubstantiated provided they have a reasonable basis for making the report. However, non-compliance with this policy, including knowingly making a report that is false or without reasonable grounds, is a serious matter and may result in disciplinary action.

Generally, Wrongdoing does not include personal work-related grievances – see [below](#).

It is important to be aware that reports which are not about Wrongdoing do not qualify for protection under the Corporations Act (or Tax Administration Act, where relevant). In some circumstances, disclosures which do not qualify as Wrongdoing may be protected under other legislation, such as the *Fair Work Act 2009*.

Who is an Eligible Recipient?

If you are a partner, employee or independent contractor of PwC Australia (**PwC personnel**), we encourage you to raise concerns via your regular communication channels within PwC Australia in the first instance. If you are not comfortable using these channels, or if you prefer to remain anonymous, you can make a report to the Business Ethics Team, which is an Eligible Recipient. Non-PwC personnel can make reports to the Business Ethics Team. For information on other categories of Eligible Recipients, and on special categories of reports that qualify for protection under the Australian whistleblower protection regime, see [Annexure B](#).

How can I make a Whistleblower Report?

You can make a Whistleblower Report to the Business Ethics Team confidentially using the Ethics & Conduct Helpline:

Phone	Email
1800 I TRUST (1800 487 878)	ethics.helpline@au.pwc.com

When the Business Ethics Team receives a Whistleblower Report, your identity and the information you provide will be held securely with access limited to only the individuals necessary to investigate your Whistleblower Report, and to support and protect you.

In some circumstances, it may be necessary for PwC Australia to disclose information received to appropriate regulatory authorities, law enforcement bodies or to other persons as it considers necessary for the purpose of conducting an investigation into the information.

Can I remain anonymous when making a Whistleblower Report?

You can remain anonymous when making a Whistleblower Report, including by using a pseudonym and still qualify for statutory protection. There's no requirement to identify yourself at any stage during the reporting or investigation process. You may also refuse to answer questions that you feel may reveal your identity.

We will respect your right not to identify yourself. However, if you choose to remain anonymous, it may limit our ability to properly investigate the matter you are reporting, and to support you. Should you choose to remain anonymous, you can still obtain updates or report concerns about victimisation by contacting the Ethics & Conduct Helpline and providing a reference number to identify your Whistleblower Report.

There is also a statutory confidentiality regime which applies to Eligible Whistleblowers making a Whistleblower Report. Further detail regarding the confidentiality regime is set out in [Annexure A](#).

What should I do if I have a personal work-related grievance?

While we encourage everyone to speak up about concerns, reports solely relating to personal work-related grievances are not generally covered by this policy, but they may have protection under other legislation.

Personal work-related grievances typically relate to an individual's employment arrangements, performance and/or remuneration outcomes, former employment or personal circumstances, and do not have significant implications for PwC Australia or the community (e.g. an interpersonal conflict between you and another employee).

For PwC personnel, personal work-related grievances can be reported under PwC Australia's internal grievance procedure policy.



There may be some instances where a personal work-related grievance also has significant implications for PwC Australia, and in these circumstances it will be considered a Wrongdoing for the purposes of this policy. For example, a personal work-related grievance may still qualify for protection if it includes information about misconduct beyond an individual's personal circumstances or demonstrates a systemic issue within PwC Australia.

Further, any report of victimisation against a person in contravention of this policy should be made under this policy and will be considered to be Wrongdoing and addressed in accordance with this policy. See below for information on victimisation in connection with Whistleblower Reports made or proposed to be made in accordance with this policy.

How does PwC Australia investigate Whistleblower Reports?

The Business Ethics Team is part of PwC Australia's risk management and corporate governance framework. Day-to-day operations of the Ethics & Conduct Helpline are managed by a Business Ethics Officer within the Business Ethics Team, who has direct escalation and reporting lines to the Business Conduct Leader.

The Business Ethics Team takes all concerns seriously and will make an initial assessment of appropriate action. Where an investigation is required, the Business Ethics Team will appoint, and monitor, an appropriate investigator to investigate your Whistleblower Report. The Business Ethics Team will provide you with updates along the way subject to privacy, confidentiality and legal obligations.

What happens once the Business Ethics Team has received a Whistleblower Report?

Once the Business Ethics Team receives your Whistleblower Report, the Business Ethics Team will:

- aim to contact you within three business days to acknowledge receipt and check on your wellbeing (if you have provided your name and contact details);
- engage with you to put in place appropriate measures to support you;
- conduct preliminary inquiries to determine whether your report qualifies for protection under this policy and if an investigation is possible and appropriate; and if so
- appoint an appropriate internal or external investigator to investigate your report.

What happens during the investigation?

While the investigative steps required may vary based on the nature of your Whistleblower Report, investigations will generally include steps for planning, evidence gathering, analysis, documentation and reporting. It may be necessary to conduct interviews with witnesses or a person who is the subject of your Whistleblower Report. Where this occurs, and at all times during the investigation process, the Business Ethics Team will not share your identity without your consent, and will take all reasonable steps to ensure that information that might allow you to be identified is kept confidential.

After appointing an investigator, the Business Ethics Team will monitor the investigation to:

- ensure it is conducted in a timely, fair and objective manner;
- ensure your identity, or any information that would likely to lead to your identification is not disclosed without your consent. For example, we may choose to use gender-neutral language or redact any identifying information to prevent your identity from being revealed;
- aim to provide you with status updates at agreed intervals on the progress of the investigation subject to privacy and confidentiality considerations. However, if you choose to remain anonymous, we may not be able to provide you with status updates unless you provide a method to allow two-way communication, or otherwise contact the Ethics & Conduct Helpline;
- inform you if the Business Ethics Team anticipates a delay in the investigation; and
- ensure appropriate action is taken to address any issues identified.

Once the investigation is complete, what will the Business Ethics Team do?

After an investigation, we will attempt to contact you to provide a final status update. Typically, you will be contacted through the channel used for making the original Whistleblower Report (including through anonymous channels where you have provided contact information to permit two way communication, or otherwise via the Ethics & Conduct Helpline).

Depending on the circumstances of the Wrongdoing and any privacy or confidentiality concerns, information provided to you about the investigation may be limited. Prior to resolving your Whistleblower Report, we will ensure that any concerns about victimisation have been addressed.

Business issues identified during an investigation may be assigned to the relevant business unit leader for remediation, while protecting the confidentiality of your identity as outlined above.

What protection is provided by PwC Australia?

General protections available

There are certain protections available to Eligible Whistleblowers under the Australian statutory whistleblower protection regime. For more information about these protections, see [Annexure A](#).

No tolerance for victimisation

PwC Australia will not penalise you for making a Whistleblower Report and will not tolerate any form of victimisation or detrimental treatment (actual or threatened) against you for doing so (or because you have been involved in an investigation of a Whistleblower Report). The protection against victimisation extends to you if you could make or propose to make a Whistleblower Report.

Detrimental treatment includes dismissal, injury, demotion, discrimination, harassment, intimidation, disciplinary action, bias, threats or other unfavourable treatment because the Eligible Whistleblower made a disclosure under this policy. Detrimental treatment does not include reasonable administrative action (for example, moving your location of work away from another individual the subject of your Whistleblower Report) or managing unsatisfactory work performance in line with PwC Australia's performance management framework.

Any PwC personnel who carries out or threatens victimisation or detrimental treatment will be in breach of this policy and may be subject to disciplinary action (which may include termination of employment). There could also be external consequences, such as potential criminal liability. Any concerns about victimisation or detrimental treatment may be reported to the Ethics & Conduct Helpline.

What support is available to PwC personnel?

Each Whistleblower Report will be assigned to a Business Ethics Officer, who will provide support, including in relation to taking all reasonable steps to manage risks of detrimental conduct. The Business Ethics Officer will:

- refer you to support to assist you in maintaining your wellbeing;
- review whether your workplace arrangements are appropriate and safe while a matter is being investigated (e.g. there may be a need to use PwC Australia's flexible working arrangements to work remotely, or potentially change your regular working arrangements); and
- address any alleged detriment/victimisation you may report.

These protections are also extended to people who are involved in an investigation of a Whistleblower Report.

In addition, our Business Ethics Officers may offer the following support to you:

- providing an open line of communication for you to report any concern about victimisation;
- engaging an independent contact person from our Wellness team to assist you and respond to any of your questions or concerns;
- referring you to the Employee Assistance Program (CARE – see <<https://bewell.pwc.com.au/care>>), which has been established to provide an avenue for certain PwC personnel and their immediate family members to access confidential counselling and advice; and
- providing you with progress updates at intervals, and advising you on the investigation outcome (where appropriate).

These supports are also extended to people who are involved in an investigation of a Whistleblower Report.

If you are not PwC personnel, PwC Australia may be able to offer you support, but that support may practically be different to the support that PwC Australia can provide to PwC personnel.



Can I escalate my concerns?

You can escalate the following concerns directly to the Business Conduct Leader:

- concerns about the Ethics & Conduct Helpline or the relevant Business Ethics Officer;
- concerns that the relevant Business Ethics Officer has not adequately addressed a concern about victimisation; and
- concerns arising about the actions taken under this policy.

The Business Conduct Leader will consider the concerns and assess whether any further action is required. The current Business Conduct Leader is Nadia Carlin, whose contact details are available [here](#).

When might the confidentiality of my identity be difficult to protect?

The confidentiality of your identity might be difficult to protect if your Whistleblower Report includes concerns that are personal in nature, or if it relates to information that only you or a small number of people have access to (for example, information you have been told in confidence).

For the purpose of protecting the confidentiality of your identity, if you have made a Whistleblower Report, we encourage you to limit discussing your Whistleblower Report, including with other colleagues, or with the media without meeting the required criteria for protection – see [Annexure B](#).

What happens if I am the subject of a Whistleblower Report?

During the investigation process, if you are the subject of a Whistleblower Report, we will ensure that:

- you are afforded fair treatment and an impartial investigation in accordance with this policy;
- your identity as the subject of a Whistleblower Report will be kept confidential to the extent it is possible and reasonable, subject to the requirements of law and this policy;
- within the constraints of confidentiality, you may be:
 - informed as to the substance of the allegations made in respect of you; and
 - given a reasonable opportunity to respond to those allegations; and
- where the Business Ethics Team knows that you are aware of the investigation, you will be advised of the investigation outcome (subject to legal, privacy and confidentiality requirements).

What should I do if I receive a Whistleblower Report?

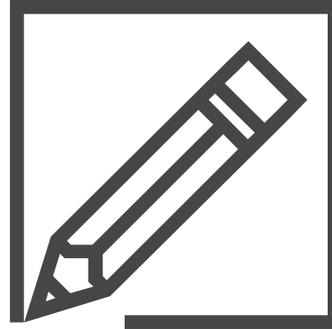
If you are PwC personnel and you receive a Whistleblower Report from another person, please promptly contact PwC Australia's Office of General Counsel (**OGC**) for assistance. OGC can assist you to understand and comply with your obligations in relation to the Whistleblower Report, especially your obligations regarding confidentiality.

Policy availability and awareness

This policy is made available to PwC personnel on PwC Australia's intranet site. This policy is also publicly available via PwC Australia's website. Training on this policy is provided to certain PwC personnel on an annual basis including specialist training to Eligible Recipients about their specific responsibilities under the policy and the statutory whistleblower protection regime.

Administration Information Schedule

This policy is to be reviewed annually. This version: 14 January, 2020.



Annexure A – Protections available under the Corporations Act (and Tax Administration Act, where relevant)

Confidentiality

PwC Australia is committed to ensuring that Whistleblower Reports are managed in accordance with statutory confidentiality regimes where applicable.

There are serious penalties for PwC Australia and/or individuals if they do not comply with legislative requirements under the Corporations Act and Tax Administration Act regarding the confidentiality of an Eligible Whistleblower's identity.

When implementing any process under this policy, PwC Australia will:

- not disclose the identity of an Eligible Whistleblower other than in accordance with this policy;
- ensure that information contained in a Whistleblower Report is only disclosed to the extent necessary to conduct an investigation or administer this policy or where required for the purpose of obtaining legal advice; and
- take reasonable steps to reduce the risk that the Eligible Whistleblower will be identified as part of any process conducted under this Policy.

Steps PwC Australia will take in practice to protect the confidentiality of an Eligible Whistleblower's identity include, but are not limited to:

- redacting, where possible, personal information or references to an Eligible Whistleblower witnessing an event;
- contacting an Eligible Whistleblower (where possible) to help identify aspects of their Whistleblower Report that could inadvertently identify them; and
- reminding individuals involved in handling and investigating a Whistleblower Report of confidentiality requirements.

We will only disclose an Eligible Whistleblower's identity, or information that will likely lead to identification, with the Eligible Whistleblower's prior consent, or in limited instances where permitted by law, including the following:

- where PwC Australia is legally obliged to disclose the Eligible Whistleblower's identity; or
- it is reasonably necessary to investigate the matter (including where necessary to prevent or reduce threats to health, safety, welfare or property).

In all circumstances (including where it is reasonably necessary to share information to investigate the matter), we will take all reasonable steps to reduce the risk that an Eligible Whistleblower will be identified without their prior consent.

If an Eligible Whistleblower thinks there has been a breach of confidentiality, an Eligible Whistleblower can lodge a complaint with the Business Conduct Leader under the process described above. An Eligible Whistleblower may also lodge a complaint with a regulator, such as ASIC, APRA or the ATO, for investigation.

Statutory protections available

Under the Australian statutory whistleblower protection regime, the protections available to an Eligible Whistleblower who makes a Whistleblower Report in relation to a Wrongdoing to an Eligible Recipient include (in accordance with the legislative provisions):

- the right to have their identity protected;
- the right to have information provided as part of the disclosure securely and confidentially handled;
- the right to be protected from of actual or threatened detrimental treatment or any form of victimisation;
- the right to be protected from civil, criminal or administrative legal action (including disciplinary action);
- the right to compensation and other remedies (including a right not to be required to pay costs incurred by another person when litigation is commenced); and
- the right not to be required to disclose their identity before any court or tribunal.

However, the protections outlined above do not grant immunity for any misconduct an Eligible Whistleblower has engaged in that is revealed in their Whistleblower Report.

The protections apply from the time a Whistleblower Report is made irrespective of whether a report has been made internally (for example, to the Business Ethics Team), externally or to a legal practitioner, regulatory body or a public interest or emergency disclosure in accordance with the requirements of the Corporations Act (set out in Annexure B).

If an Eligible Whistleblower suffers or is likely to suffer loss, damage or injury in relation to a Whistleblower Report, they may be eligible under certain circumstances (for example, because PwC Australia failed to take reasonable precautions to prevent detrimental treatment suffered by the Eligible Whistleblower) to pursue compensation or other remedies.

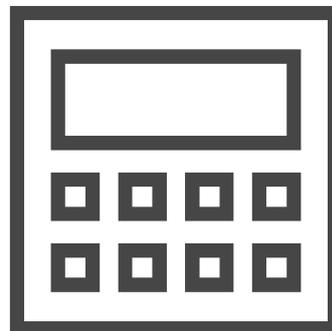
If you believe you are an Eligible Whistleblower who has made a Whistleblower Report that qualifies for statutory protection and are entitled to such remedies, we encourage you to seek independent legal advice or to contact ASIC, APRA or the ATO.

Any further questions about these protections should be directed to the Business Conduct Leader.

What reports might not qualify for protection?

A report might not qualify for protection under the Australian statutory whistleblower protection regime where:

- an individual's conduct is revealed to be part of the Wrongdoing;
- there are no reasonable grounds for making a report; or
- false or misleading information is knowingly given within a report.



Annexure B – Other Eligible Recipients, further examples of Wrongdoing and special categories of Whistleblower Reports which may qualify for protection

Other Eligible Recipients

PwC personnel who are Eligible Recipients include:

- directors and company secretaries of certain PwC Australia companies
- PwC Australia's Executive Board.

External parties who are Eligible Recipients in relation to PwC Australia include auditors of PwC Australia companies, which includes Kelly & Partners.

If the Wrongdoing relates to PwC Australia's tax affairs, PwC personnel who are Eligible Recipients also include:

- PwC Australia's tax and BAS agents
- all PwC Australia partners.

Other entities which are eligible to receive Whistleblower Reports include:

- certain regulators including ASIC, APRA, and, for tax matters, the ATO
- an external legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the Australian whistleblower protection regime.

If you are PwC personnel and you receive a Whistleblower Report, please promptly contact PwC Australia's OGC for assistance.

Further examples of Wrongdoing

Further examples of Wrongdoing include:

- fraud
- corrupt behaviour
- unethical behaviour or misconduct, including breaches of the Codes
- modern slavery or human trafficking, including within PwC Australia's supply chain or customers
- legal or regulatory non-compliance
- questionable accounting or auditing practices
- the concealment of any wrongdoing

- victimisation of a whistleblower or potential whistleblower
- conduct that represents a danger to the public or the financial system
- an improper state of affairs (including tax affairs) or circumstances relating to PwC Australia generally.

Special categories of Whistleblower Reports

Public interest disclosures

There is a special category of Whistleblower Reports where an Eligible Whistleblower has reasonable grounds to believe that reporting Wrongdoing to a parliamentarian or journalist is in the public interest. The Whistleblower Report must meet all of the specific criteria to qualify for protection, which include:

- the Whistleblower Report has already been reported to a regulator which is eligible to receive Whistleblower Reports (see above);
- at least 90 days have passed since the Whistleblower Report was reported to the regulator;
- the Eligible Whistleblower has reasonable grounds to believe that the regulator is not taking (or has not taken) appropriate action; and
- the Eligible Whistleblower has notified the regulator in writing that they intend to report the matter to a parliamentarian or journalist as a public interest disclosure.

Independent legal advice should be sought prior to making such a public interest disclosure.

Emergency disclosures

There is also a special category of Whistleblower Reports where an Eligible Whistleblower has reasonable grounds to believe that their report concerns a substantial and imminent danger to the health or safety of one or more persons or to the natural environment.

The Whistleblower Report must meet specific criteria to qualify for protection, which include:

- the Whistleblower Report has already been reported to an eligible regulator; and
- an Eligible Whistleblower has notified the regulator in writing that they intend to report the matter to a parliamentarian or journalist as an emergency disclosure.

Independent legal advice should be sought prior to making such an emergency disclosure.



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