



Whistleblower Policy

14 December 2016

Document Control & Version History

Policy	Whistleblower Policy
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Record of Amendments, Authorisations & Issues

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1.0	14 December 2016	Legal and Company Secretariat	Minor amendments	BRCC

Whistleblower Policy

1. Policy Objectives

The purpose of this Whistleblower policy (**Policy**) is to:

- encourage Employees to report instances of Reportable Conduct (as defined in this Policy);
- outline how to report Reportable Conduct and how matters raised by Employees will be investigated; and
- outline the protections in place for Employees against reprisal or retaliatory action from within ClearView or external parties, resulting from whistleblowing reports made through either the internal processes or via mechanisms provided by regulatory authorities.

ClearView is committed to a culture of collaboration, persistence, integrity and authenticity. Part of that commitment is to have a robust process built to effectively investigate disclosures independently, objectively, thoroughly and promptly.

ClearView encourages Employees (as defined in this Policy) to report their concerns openly, but if necessary enables disclosures to be made anonymously to the Whistleblower Officer or ClearView's relationship partner – KPMG (see section 4).

2. Scope

This Policy applies to all Employees. Employees are required to read and understand the Policy. Where an Employee reports instances of Reportable Conduct under this Policy, compliance with this Policy is mandatory.

Employees should consider reporting instances of Reportable Conduct by ClearView, regarding ClearView's corporate governance and its core business activities including but not limited to:-

- Non Operating Holding Company;
- AUSTRAC regulated entity;
- Registered Life Insurance Company;
- Australian Financial Services Licensee;
- Australian Credit Licensee;
- Responsible Entity; and
- Registrable Superannuation Entity Licensee.

3. Definitions

Adverse Action means any actual or threatened dismissal, demotion, harassment, discrimination or victimisation of, or any other action or conduct that causes detriment or threatens to cause detriment to a ClearView Employee as a result of the Employee making a Whistleblower Report.

AFP means **the** Australian Federal Police.

APRA means the Australian Prudential Regulatory Authority.

ASIC means the Australian Securities and Investments Commission (**ASIC**).

BAC: means the ClearView Wealth Limited Board Audit Committee and the ClearView Life Assurance Limited Board Audit Committee.

BRCC: means the ClearView Wealth Limited Board Risk and Compliance Committee and the ClearView Life Assurance Limited Board Risk and Compliance Committee.

Business Unit: means the relevant business units within ClearView.

Corporations Act means the Corporations Act 2001 (Cth).

ClearView: means ClearView Wealth Limited and its subsidiary companies:

- Affiliate Financial Planning Pty Ltd;
- ClearView Administration Services Pty Limited;
- ClearView Financial Advice Pty Limited;
- ClearView Financial Management Limited;
- ClearView Group Holdings Pty Limited;
- ClearView Life Assurance Limited;
- ClearView Life Nominees Pty Limited;
- Matrix Planning Investments Pty Limited; and
- Matrix Planning Solutions Limited.

Employee means:

- an officer of ClearView;
- an employee of ClearView;
- a person who has a contract for the supply of services or goods to ClearView; and
- the employee of a person who has a contract for the supply of goods or services to ClearView.

Life Insurance Act means the Life Insurance Act 1995 (Cth).

Reportable Conduct means behaviour being committed or likely to be committed that includes (but is not limited to) the following:

- a criminal offence;
- any act of theft or fraud. Examples of this would be paying company or customer funds to an unauthorised party, forging a customer's signature, or taking business property off the premises for personal use;
- any criminal or wilful damage to business property. This would include acts of vandalism or introducing computer viruses onto the network;
- intentional or negligent disregard for legal or regulatory requirements including those contained in legislation, regulations and formal statements issued by a regulatory authority. Examples include action such as cashing out a customer's superannuation benefits when he or she has not satisfied a condition of release or setting up a managed investment scheme account without receiving the appropriate application form;
- damage to the environment or company property;
- intentional or negligent disregard for company policies and procedures. Examples include disclosing confidential or sensitive information about the company and/or its activities or clients to competitors or the media, downloading unauthorised software onto computers or using the internet for profit making activities;
- questionable accounting or auditing practices;
- any act of violence or the threat of violence within the workplace;
- the use and/or sale of prohibited substances (illegal drugs);
- misuse of an Employee's position for personal gain;

- any information about an improper state of affairs or circumstances in relation to ClearView, that may assist APRA; an auditor; a member of an audit team conducting an audit; ClearView's appointed actuary; a director or senior manager; or a person authorised to receive disclosures, to perform their functions or duties;
- information that indicates the company has, or may have, contravened a provision of the Corporations Act; or an officer or employee of the company has, or may have, contravened a provision of the Corporations Act; and
- the cover up of any of these.

Whistleblower Officer means the Chief Financial Officer and Company Secretary.

Whistleblower Investigations Team means a team assembled by the Whistleblower Officer comprising persons adequately experienced and equipped to appropriately investigate.

Whistleblower Report means a report disclosing Reportable Conduct set out in Clause 5.4

4. Whistleblower Defined

4.1 Definition

The term 'Whistleblower' has several meanings. We have defined it to mean Employees who have reasonable grounds and in good faith, alert ClearView and/or a regulatory authority to instances of Reportable Conduct within the organisation.

You may make an anonymous report. However, we would prefer that you make a Whistleblower Report openly and disclose your identity. Should the alleged breach relate to the Corporations Act or the Life Insurance Act, you might not gain the protections afforded to you under those laws, if you remain anonymous (see section 5.2).

4.2 The Whistleblower Officer

ClearView has appointed a Whistleblower Officer; the Chief Financial Officer and Company Secretary.

The Whistleblower Officer is responsible for the following:

- co-ordinating a preliminary investigation into any report received from an Employee;
- documenting and handling all matters and escalating all legitimate matters to the Managing Director;
- assembling a Whistleblower Investigations Team when required; and
- finalising all investigations.

The Whistleblower Officer will have direct and unrestricted access to financial, legal and operational assistance as required for any investigation.

There is an internal Whistleblower Officer and an externally operated facility for making a Whistleblower Report. The relevant contact details are as follows:

4.3 Whistleblower Officer

Chief Financial Officer and Company Secretary

Athol Chiert

02 8095 1306

0415 183 220

athol.chiert@clearview.com.au

4.4 Externally Operated Facility

The FairCall Service

FairCall, operated by KPMG Forensic, is an external, confidential and anonymous service for Employees to report instances of Reportable Conduct. ClearView authorises KPMG to provide the FairCall service as outlined below.

The hotline

KPMG provides a toll-free service for the use of ClearView employees.
Phone: **1800 500 965** on business days between 8.00am and 6.00pm (AEST). Otherwise, Employees may leave a voicemail or choose to have their call received by KPMG South Africa.

Email access

Employees may also report matters via the email addressfaircall@kpmg.com.au.

While this may restrict the ability of the caller to remain anonymous, FairCall will ensure that all details are kept confidential. This email may also be used to communicate with FairCall's operators subsequent to a call.

Where KPMG collects personal information as part of its service, it is handled in accordance with KPMG Australia's Privacy Statement, which can be viewed [here](#).

5. Whistleblower Policy

5.1 General requirements for serious concerns, the roles of the Whistleblower Officer and KPMG's FairCall Service, and notification to the Chairman of BAC/BRCC and Managing Director

The primary purpose of the FairCall Service is to deal with Employees who want to make a Whistleblower's Report but consider that the internal Whistleblower Officer may not deal with a reported matter diligently and in accordance with the terms of this Policy and have exhausted reporting protocols below (section 5.3).

Both the internal Whistleblower Officer and FairCall Service will immediately notify the Chairman of BAC/BRCC of the receipt of a Whistleblowing communication and where there is no conflict of interest, the Managing Director of ClearView Wealth Ltd, and shall provide such particulars of the communication to the Chairman of BAC/BRCC and Managing Director as may be requested.

Upon receipt of a Whistleblower Report or any other Whistleblower communication the Chairman of BAC/BRCC will discuss the matter with the Chairman of the Board.

5.2. Confidentiality and anonymous reporting

Maintaining confidentiality is important in ensuring that Employees come forward and disclose Reportable Conduct in an open and timely manner and without fear of reprisal.

Where an Employee requests anonymity, we will as far as reasonably possible, protect your identity, unless we are legally required to disclose it.

You will be advised if matters change in a way that affects our ability to protect your identity. We will give you as much warning as reasonably possible if it appears likely that your identity will become known.

When making a Whistleblower Report you can request to remain anonymous, although you should be aware that this may affect our ability to properly investigate the matter and may prevent us from being able to provide feedback to you with respect to the outcome of our investigation.

Additionally, if the Reportable Conduct relates to a breach or potential breach of, or improper conduct under, the Corporations Act or the Life Insurance Act, you might not gain the security of the protections under those laws if you remain anonymous.

Under the Corporations Act and the Life Insurance Act, the information disclosed by, and the identity of, the Whistleblower (or information that may lead to the identity of the Whistleblower) may be privately provided to the following authorities where we reasonably believe it is required:

- to ASIC, APRA or the AFP without asking the Whistleblower's permission; and
- to a third party (other than those noted above) if you have provided written consent to this disclosure. This means, for example, that the Whistleblower Officer cannot reveal your identity to members of the board or the Managing Director without your written consent.

If Employees have been involved in improper conduct, they may be subject to disciplinary or remedial action as a result of any investigation. The act of making a Whistleblower's Report will not in itself shield the Employee from the consequences flowing from any involvement in improper conduct or Reportable Conduct in which they may have been involved. However, it may be taken into account and potentially mitigate any action that may be taken against the Employee.

All files created in respect of a Whistleblower Report will be kept secure.

5.3. Reporting Protocols

Employees are encouraged, in the first instance, to use the normal day-to-day processes for reporting Reportable Conduct, such as speaking to a manager, unless there are specific reasons why this is not reasonable.

Your manager will be able to provide support and guidance. This is particularly important to help you understand whether the issue needs to be escalated and how to ensure that all necessary information is provided to the Whistleblower Officer.

Where:

- you are not satisfied that the matter has been adequately dealt with;
- you do not feel comfortable in raising the matter with your manager;
- you believe your manager is involved in the improper conduct and it is not appropriate for you to bring your concerns to your manager's attentions; or
- you wish to remain anonymous,

you may go directly to the Whistleblower Officer to discuss your concerns.

If you believe that you are unable to report your concerns to your manager or to the Whistleblower Officer, or that the matter has not been dealt with adequately, then you may go directly to the Chairman of the BAC/BRCC or Managing Director. Alternatively, the FairCall Service will also report your concerns to the Chairman of the BAC/BRCC and/or Managing Director on your behalf.

After the above reporting protocols have been exhausted, a report may be made externally to the business. This includes:

- reports to ASIC;
- APRA; or
- the police if you believe that a crime is, has been, or will be committed.

5.4. How to make a Whistleblower Report

In person: generally to your manager or the next level of management. Please keep a file note of the discussion including the date and time.

By telephone: these may be to a manager that is not in your immediate vicinity or to the Whistleblower Officers. Please keep a file note of the discussion including the date and time.

In writing: where made by letter/memo, please ensure you keep a copy. Where made by email, also keep a copy in a secure place. We suggest using the form attached to this Policy and marked **Appendix A**.

It is important that appropriate records are kept for evidentiary purposes if an investigation ensues. However, you have the option of remaining anonymous.

If you wish to remain anonymous it is important that you ensure that you provide enough information to facilitate a thorough investigation into the Reportable Conduct.

To ensure that you are protected under this Policy, clearly indicate you are making a Whistleblower Report. You can do this by using the form (or by providing the same information) attached to this Policy and marked **Appendix A**.

5.5. Assessing the Whistleblower Report

The Whistleblower Officer conducts a preliminary investigation into all Whistleblower Reports from Employees to determine their legitimacy.

Employees are required to co-operate in investigations and with law enforcement and regulators.

The Whistleblower Officer will provide a report (the **Whistleblower Assessment Report**) detailing:

- the matter;
- the reasons for the assessment; and
- any rectification actions to be implemented that are prepared by the Whistleblower Investigations Team and reported to the Whistleblower Officer.

If the Whistleblower Officer determines that a reported matter is:

- not legitimate, he/she will resolve the matter directly with the Employee, providing them with a copy of the Whistleblower Assessment Report;
- legitimate, the Whistleblower Assessment Report will be provided to the Chairman of the BAC/BRCC and where there is no conflict of interest, the Managing Director; or
- a human resources issue, it will be referred to the Head of People and Culture for consultation and appropriate action.

Any individual who is the subject of an allegation and is under investigation will be given a fair opportunity to respond to the allegation.

5.6 The Whistleblower Investigations Team

The Chairman of BAC/BRCC and the Managing Director will review the Whistleblower Report to confirm the legitimacy of the report and to determine whether a further investigation into the reported matter is required.

If the Chairman of BAC/BRCC and the Managing Director determines that a reported matter is:

- not to be legitimate, the matter will be referred back to the Whistleblower Officer for resolution; or
- to be legitimate, the matter will be referred back to the Whistleblower Officer to assemble a Whistleblower Investigations Team.

A Whistleblower Investigations Team may consist of representatives from:

- the Compliance or Risk teams;
- the Legal team; and/or
- People and Culture.

External assistance may be obtained if required. The Whistleblower Officer must ensure that all members of the Whistleblower Investigations Team are independent of both the Whistleblower and any person(s) who may be the subject of the allegations.

Within 10 working days of the report being made, the following must occur:

- the Employee will be given contact details to the person investigating the Reportable Conduct;
- the Employee will be provided with any requests for further help or information; and
- if requested, a summary of the Employee's concerns and an outline of how ClearView proposes to deal with the Whistleblower's concerns.

The Whistleblower Investigations Team will report back to the Whistleblower Officer and/or directly to the Managing Director with the results of their investigation and recommendations within a reasonable timeframe.

5.7. Finalising the Whistleblower process

The Whistleblower Officer, the Chairman of BAC/BRCC and the Managing Director will review the Whistleblower Investigation Team's findings and recommendations to determine the appropriate course of action to be taken. This determination finalises the internal whistleblower process.

Employees may still have recourse to external processes depending on the circumstances.

Any individual who is the subject of an allegation and is under investigation will be given fair opportunity to respond to the allegation.

All documents relating to a Whistleblower Report, including subsequent investigations, findings, recommendations and meeting minutes will be kept secure by the Whistleblower Officer.

5.8 Whistleblower Protection

Whistleblower protection is provided to all Employees under this Policy who:

- have reasonable grounds to suspect there are instances of Reportable Conduct; and
- make a Whistleblower Report; and
- make the Whistleblower Report in good faith.

If an Employee makes a disclosure of Reportable Conduct in a Whistleblower Report in accordance with this Policy, based on reasonable grounds and in good faith, ClearView will not take Adverse Action where the reason for that Adverse Action occurring is because of, or as a result of, the disclosure of Reportable Conduct or the making of a Whistleblower Report,

ClearView will take all reasonable steps to ensure that any Employee who discloses any Reportable Conduct in accordance with this Policy is not subjected to any form of harassment, intimidation, detriment, or threat, as a result of the disclosure and will provide additional independent support where reasonably requested.

The protections above do not extend to an employee who makes;

- deliberate malicious, false or vexatious allegations of Reportable Conduct; or
- a Whistleblower's Report in order to avoid disciplinary proceedings, a potential or real fine, penalty or punishment, or any other legal obligation.

Where an Employee has made a malicious, false or vexatious allegation of Reportable Conduct, then that conduct should be considered a serious matter and render the person concerned subject to disciplinary proceedings which may include demotion, suspension or termination of employment.

Whistleblowing cannot be used under this Policy to shield an Employee from the reasonable consequences flowing from any involvement in Reportable Conduct. However, in some circumstances, it may be a mitigating factor when considering disciplinary or other action.

No Adverse Action will be taken against an Employee who makes a Whistleblower's Report in good faith which cannot be substantiated by further investigation

This Policy is not designed to deal with general employment grievances and complaints. Issues of discrimination and/or harassment are dealt with under ClearView's Eliminating Discrimination and Harassment Policy and Dealing with Bullying in the Workplace.

However, this Policy may be used in circumstances where an instance of Reportable Conduct relates to a member of People and Culture or where the Employee is not satisfied that the matter has been dealt with appropriately through the People and Culture's reporting channels.

5.9 ASIC's whistleblower process

Employees are encouraged to utilise the reporting process described above. The Australian Securities and Investments Commission (**ASIC**) has also developed its own whistleblower processes to facilitate whistleblower reports where:

- Employees are not comfortable using ClearView's internal whistleblower processes; and/or
- Employees believe that ClearView's internal whistleblower processes have not adequately addressed the matter reported.

Further information is available from the ASIC website:

<http://asic.gov.au/about-asic/asic-investigations-and-enforcement/whistleblowing/>

ASIC deals with complaints about misconduct or illegal activity concerning:

- how company directors and officers manage their companies;
- incorrect or late release of company information to the market;
- how company administrators, liquidators or auditors perform their duties;
- a takeover or company restructure;
- information or advice given to you about investments, superannuation, insurance, deposits;
- misleading or deceptive conduct in advertising or selling a financial product or service;
- misleading or deceptive conduct to do with borrowing money; and
- financial scams.

If your complaint involves any of these, it is one that ASIC may be able to investigate. You can contact ASIC on 1300 300 630 or complete the ASIC complaint form:

<http://asic.gov.au/about-asic/contact-us/how-to-complain/>

5 Non-Compliance with this Policy

It is important to understand that non-adherence with this Policy or encouraging another Employee not to comply with this Policy could result in an Employee being subject to action from performance counselling up to and including termination of employment if it is established that non-adherence is a significant or deliberate breach in itself.

6 Training

Initial and ongoing training will be provided to all Employees to ensure that they understand the requirements of this Policy. This includes how to recognise and report Reportable Conduct and the protections available. Employees will be informed if any changes are made to this Policy or if there are any changes to the Whistleblower protections at law.

This Policy will be given to all Employees on commencement of employment so that they can become familiar with their rights and obligations under the Policy.

7 Immediate and Periodic Reporting

Prompt escalation of whistleblowing is consistent with the culture and values of ClearView.

The Whistleblower Officer must immediately inform the Chairman of the BAC/BRCC and, where there is no conflict of interest, the Managing Director of ClearView, of a Whistleblowing Report having been made. Where the Whistleblower has requested anonymity, their identity must not be revealed to the BAC/BRCC Chairman or Managing Director, without the Whistleblower's consent (refer to section 6.2). The Chairman of the BAC/BRCC will also discuss the whistleblowing event and its particulars with the Chairman of the Board.

The Whistleblower Officer will provide regular reporting on any event of a Whistleblowing Report being made, findings, investigations and actions to the Chairman of the BAC/BRCC and where there is no conflict of interest, the Managing Director.

Where criminal acts have been identified by Employees, the matter will be reported to the police by the Whistleblower Officer.

If the matter relates to a regulatory breach, it will be dealt with in accordance with the Breaches and Incidents Policy.

Whistleblower Reports compiled under this Policy will be notified to internal and external audit and the BAC/BRCC, as appropriate.

8 APPENDIX A – Whistleblower Report

Note that you may remain anonymous if you wish. **If you do wish to remain anonymous do not complete item 1 of this Whistleblower Report.**

I authorise use of the information provided in this report in accordance with the Whistleblower Policy

I would like a summary of my concerns and proposed action to be provided to me

1. Name:
2. Private telephone number – requested for the purpose of obtaining further information from the person making the Whistleblower Report in the course of investigating their report:
3. Private email address – requested for the purpose of obtaining further information from the person making the Whistleblower Report in the course of investigating their report:
4. Please provide details of the matter you wish to disclose:
5. How did you detect this matter?
6. How long do you suspect this matter has been occurring?
7. Who do you suspect is involved? (provide names and Business Units where possible)
8. Do you have any witnesses to substantiate your claim? (provide names, contact details and Business Unit if applicable)
9. Do you have any evidence of your claim? If yes, is this information obtainable?
10. Is any evidence considered at risk of being lost, stolen, destroyed or contaminated?
11. Have you reported this matter to anyone else (internal or external), formally or informally?
12. Do you suspect anyone else may know about this issue?