



## Whistle Blower Protection Policy

### 1. PURPOSE OF THE POLICY

Prime Media Group and its subsidiaries (**Prime Media**) are committed to promoting and supporting a culture of honest and ethical behaviour, corporate compliance and good corporate governance.

We have developed this Whistleblower Policy (**Policy**) to reinforce to all of our directors (executive and non-executive), employees of Prime Media (**Prime Media personnel**) and business partners that concerns regarding misconduct, impropriety or wrongdoing can be raised without fear of reprisal, victimisation or detrimental treatment.

This Policy sets out:

- who is afforded protection as a Whistleblower;
- the protections Whistleblowers are entitled to; and
- how disclosures made by Whistleblowers will be handled by Prime Media.

### 2. WHO IS AFFORDED PROTECTION AS A WHISTLEBLOWER UNDER THIS POLICY?

Disclosing Persons are protected under this Policy.

A 'Disclosing Person' is a current or former:

- officer (including a Director), or employee (you) of Prime Media;
- individual or employee of a supplier who supplies, or has supplied goods or services to Prime Media; and
- individual who is an associate of Prime Media.

A Disclosing Person also includes a person who is a relative, spouse or dependant of any of the persons listed above.

Disclosing Persons are afforded protections under the *Corporations Act 2011* (Cth) (**Corporations Act**) and Prime Media will at all times operate within the relevant provisions of that Act.

### 3. WHAT MISCONDUCT DOES THIS POLICY APPLY TO?

You may make a report under this Policy if you have reasonable grounds to suspect that the information you are disclosing concerns misconduct, impropriety or wrongdoing (**Misconduct**) relating to Prime Media, including by one of its officers or another employee.

Reportable Misconduct includes:

- dishonest, corrupt or illegal activities;
- theft, fraud, money laundering or misappropriation;
- a serious breach of Prime Media policies and procedures;
- offering or accepting a bribe;
- financial irregularities;
- breach of laws or regulations;
- bullying discrimination, harassment or abuse;
- unethical conduct;
- engaging in, or threatening to engage in detrimental conduct against a person who has made a disclosure or is believed or suspected to have made, or be planning to make a disclosure; or

- information concerning criminal or illegal matters protected by Whistleblower legislation.

#### 4. PERSONAL WORKPLACE GRIEVANCES ARE NOT CONSIDERED MISCONDUCT

This Policy does not apply to personal workplace grievances concerning your employment with Prime Media.

Personal workplace grievances are issues in relation to your employment that have implications for you personally, such as remuneration, payroll, performance management/reviews and feedback, work allocation, termination and transfers or promotions.

Reports about personal workplace grievances should be made directly to your relevant manager so it can be appropriately dealt with under Prime Media's Employee Guidelines and policies and procedures.

#### 5. HOW DO YOU REPORT MISCONDUCT?

- 5.1. If you wish to report Misconduct and be afforded whistleblower protection, then you are encouraged to initially make a report to one of Prime Media's Whistleblower Protection Officers (**WPOs**), being:
- Chief Financial Officer and Company Secretary
  - Financial Controller
  - Legal Counsel

Alternatively, you may wish to email [whistleblower@primemedia.com.au](mailto:whistleblower@primemedia.com.au) and a WPO will contact you.

- 5.2. If your report relates to one of the persons listed above, then you are encouraged to report your matter to one of the following:
- directly to the Chief Executive Officer (**CEO**);
  - a director of Prime Media's board; or
  - the Chair of the Audit and Risk Committee.

Details for the Chair of the Audit and Risk Committee are listed at [www.primemedia.com.au/board-of-directors](http://www.primemedia.com.au/board-of-directors).

Emails sent to [whistleblower@primemedia.com.au](mailto:whistleblower@primemedia.com.au) will automatically be sent to the Chair of the Audit and Risk Committee.

- 5.3. Nothing in this Policy restricts you from making a report concerning Misconduct directly to:
- a legal practitioner; or
  - the Australian Securities and Investment Commission (**ASIC**).
- 5.4. Prime Media personnel are encouraged to complete the *Preamble for Protected Whistleblower Disclosure Form (Appendix A)* if they wish to report Misconduct.

#### 6. WHISTLEBLOWER PROTECTIONS AND FAIR TREATMENT

If the report you make relating to Prime Media concerns Misconduct, you will be protected and treated fairly, without suffering any disadvantage.

##### 6.1. PROTECTING YOUR IDENTITY (CONFIDENTIALITY)

Your report and identity will be treated confidentially under this Policy. Prime Media will only disclose details with your prior written consent or as permitted by law.

Prime Media has implemented measures to protect your confidentiality including:

- all personal information or reference to you witnessing an event will be redacted;
- all documents relating to disclosures will be stored securely; and
- access to all information relating to a disclosure will be limited to those directly involved in managing and investigating the disclosure.

If you are concerned about a breach of confidentiality under this Policy, then you may lodge a complaint with the CEO or the Chair of the Audit & Risk Committee.

## **6.2. PROTECTING YOUR EMPLOYMENT**

Prime Media personnel that make genuine disclosures in good faith and based on reasonable concerns will be treated fairly and be protected from retaliation or detrimental act under this Policy.

If you are subjected to detrimental acts as a result of reporting Misconduct under this Policy, then you should inform a WPO. The WPO will investigate and respond to your concerns as soon as practicable.

As a result of the investigation, Prime Media may commence disciplinary action against Prime Media personnel that have been found to have engaged in detrimental acts against a Disclosing Person.

Prime Media may also, where possible and with your agreement, make changes to your duties which includes:

- allowing you to perform your work duties from another location;
- reassigning you to another role; or
- making modifications to your workplace.

Investigations made under this section will be reported to the Audit & Risk Committee. The Committee may undertake its own investigation and commence additional disciplinary or legal proceedings.

Detrimental acts do not include managing Prime Media personnel's unsatisfactory work performance.

## **6.3. PROTECTION FROM LEGAL ACTION**

As set out in the Corporations Act, you will not be subject to any civil, criminal and/or administrative action by Prime Media for genuine disclosures made under this Policy:

You are protected from:

- civil action for breach of your employment contract, duty of confidentiality and other contractual obligations;
- attempted prosecution for unlawfully releasing information (other than for making a false report); and
- disciplinary action for making the report.

You may also be eligible for compensation if a Court finds you suffered loss, damage or injury after making a report under this Policy.

## **6.4. ACCESS TO THE EMPLOYEE ASSISTANCE PROGRAM**

Prime Media offers support to all Prime Media personnel under its Employee Assistance Program (EAP).

## **7. HOW WILL YOUR REPORT BE HANDLED AND INVESTIGATED?**

Prime Media will investigate all reports of Misconduct made under this Policy as soon as practicable.

WPOs are authorised to make an initial assessment as to whether the matter represents reportable Misconduct under this Policy.

Investigations will be conducted in a timely, objective and confidential manner, and in accordance with the rules of natural justice and procedural fairness, to determine whether the nature and substance of the matter contained in the report is substantiated or unsubstantiated. Investigations will be carried out by the WPO to whom you reported and an independent, non-executive director of the Board.

If you make a disclosure, you will be encouraged to assist the investigation and to provide evidence. Prime Media will also provide any person who has been adversely mentioned in a report an opportunity to respond to the matter prior to the conclusion of an investigation.

Prime Media will endeavour to provide you with feedback regarding the investigation's outcome.

In some circumstances, Prime Media may be required to refer a report to the police or other agencies, such as ASIC.

## **8. TRAINING**

All Prime Media personnel (to the extent applicable to their roles), will be required to undertake training of this Policy as part of their induction and annual refresher Law of the Jungle training, and other applicable training processes.

Ongoing training and education will include:

- key arrangements of this Policy and its processes and procedures;
- any changes to Whistleblower legislation;
- information related to protecting and supporting disclosers; and
- information about matters that are not covered by this Policy, such as personal workplace grievances.

## **9. ACCESS TO THIS POLICY**

All Prime Media personnel will be provided with a copy of this Policy upon commencing employment with Prime Media.

This Policy will be made available to view and download from Prime Media's Intranet site and also at [www.primemedia.com.au](http://www.primemedia.com.au).

## **10. COMPLIANCE STATEMENT**

This Policy has been developed having regard to the whist blower compliance obligations, the *Corporations Act 2001* (Cth) and the *ASX Corporate Governance Principles and Recommendations, 4<sup>th</sup> Edition*.

## **11. BREACH OF THIS POLICY**

A breach of this Policy by Prime Media personnel may be regarded as serious misconduct, leading to disciplinary action which may include termination of employment.

Breach of this Policy may also expose an individual to criminal and/or civil liability with associated fines and/or lengthy terms or imprisonment.

## **12. KEY CONTACTS**

If any part of this Policy is unclear please contact any member of the Board or the Legal Department.

## **13. REVIEW**

The Board will review this Policy at least every two (2) years and will, if necessary or desirable, amend the Policy.

**Revised: August 2020**  
**Last reviewed: August 2020**

## APPENDIX A: PREAMBLE FOR PROTECTED WHISTLEBLOWER DISCLOSURE

This Disclosure is made pursuant to Part 9.4AAA of the *Corporations Act 2001* (Cth).

I, [INSERT NAME] of [INSERT ADDRESS], make this Disclosure as an eligible whistleblower pursuant to the *Corporations Act 2001* (Cth).

I [HOLD/HELD] the position of [INSERT ROLE] at [INSERT CORPORATION NAME] and as such believe I am an eligible whistleblower.

I make this Disclosure to you [INSERT NAME] in your capacity as an eligible recipient on the basis that it remains confidential to you and other relevant non-executive directors for the purpose of investigating the matters disclosed. In particular, I am relying on you keeping this confidential from any persons whose activities may be implicated in the disclosures.

I have reasonable grounds to suspect that reportable conduct, being misconduct, dishonest, corrupt or unethical behaviour has occurred in the following instances:

1. [INSERT PARTICULARS OF DISCLOSURE].
2. [INSERT IF MORE].

I make this Disclosure on reasonable grounds.

---

Signed

---

Date