

Whistleblower Protection Policy

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EquipSuper

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1 Introduction

Togethr Trustees Pty Ltd (the Trustee) and Togethr Financial Planning Pty Ltd (TFP) are members of the Equip Super Group of companies. Togethr Holdings Pty Ltd (ABN 11 604 515 791) is the parent company of the Group and wholly owns each subsidiary company. The Trustee and TFP (referred to collectively as Equip Super) are committed to acting in the best financial interests of its members and clients, and to continue to build an innovative, responsive and customer-led organisation.

The Trustee and TFP are committed to ensuring that all officers and employees act in a lawful and ethical manner and encourages an open environment in which suspected unlawful or unethical behaviour is reported.

1.1 Purpose

The purpose of this Whistleblower Protection Policy (the Policy) is to encourage current and former employees, officers, contractors and suppliers to speak up when they see something that they do not believe is right. We recognise that at times people may not feel comfortable raising matters through the normal management channels. We have therefore implemented mechanisms whereby employees and others can report their concerns freely and without fear of repercussion. Our attitude is that it is better to receive too much information than too little.

1.2 Policy Application

The Policy applies to all directors and employees of the Trustee and TFP.

2 Objectives

The objectives of this Policy are to:

- Provide protection to eligible whistleblowers who report matters regarding suspected misconduct or breaches of the law by Equip Super officers or employees;
- Set out the mechanisms that facilitate whistleblower reporting; and
- Ensuring that all employees are aware of and comply with this Policy.

3 Roles and Responsibilities

3.1 Board

The Trustee and TFP Boards, in conjunction with the Chief Executive Officer (CEO), are responsible for setting a culture throughout the organisation that encourages an open environment in which unlawful or unethical behaviour is not tolerated and suspected unlawful or unethical behaviour is reported.

Further, the TFP Board, is responsible for reviewing and approving the Policy for TFP.

3.2 Trustee Risk and Compliance Committee

The Trustee Risk and Compliance Committee (RCC) is responsible for establishing this Policy and overseeing its implementation. The Committee is also responsible for reviewing and approving proposed changes to the Policy for the Trustee.

3.3 Chief Executive Officer (CEO)

The CEO is responsible for:

- Setting the culture and taking a “lead by example” approach to encouraging an open environment in which suspected unlawful or unethical behaviour is reported;
- Determining who will be involved in the investigation of any reported matter; and
- Ensuring that all employees are aware of and comply with the Policy.

3.4 Head of Risk

The Head of Risk is the designated Whistleblower Investigation Officer. The Whistleblower Investigation Officer is authorised by Equip Super to receive disclosures and has responsibility for conducting preliminary investigations into reports received from a whistleblower.

The Head of Risk is responsible for monitoring and evaluating the implementation and maintenance of the Policy. Where any allegations reported under the Policy relate to the conduct of the Head of Risk, the Chief Risk Officer or the Chief People Officer (as deemed appropriate in the circumstances) will act as the Whistleblower Investigation Officer.

3.5 All employees

Employees are required to be vigilant and report instances of suspected reportable conduct in accordance with the Policy and to comply with the Policy at all times.

4 The Whistleblower Process

A flowchart summary of the whistleblower process is also provided in Appendix A.

4.1 Eligible whistleblowers

An individual is considered to be an eligible whistleblower in relation to Equip Super if they are, or have been, any of the following:

- a. an officer of Equip Super;
- b. an employee of Equip Super;
- c. an individual who supplies services or goods to Equip Super (whether paid or unpaid);
- d. an employee of a person that supplies services or goods to Equip Super (whether paid or unpaid);
- e. an individual who is an associate of Equip Super;
- f. a relative, dependent or spouse of an individual referred to in any of paragraphs (a) to (e);
- g. an individual prescribed by the regulations for the purposes of this paragraph in relation to Equip Super.

4.2 Eligible disclosures

Eligible disclosures made by an eligible whistleblower will qualify for protections under the Corporations Act if the discloser has reasonable grounds to suspect that the information concerns:

- misconduct or an improper state of affairs or circumstances; or
- pertains to conduct that constitutes a breach under the Corporations Act, other financial sector laws enforced by ASIC or APRA including the SIS Act, any other laws of the Commonwealth that is punishable by imprisonment for a period of 12 months or more; or
- represents a danger to the public or the financial system.

Refer to the Corporations Act section 1317AA for the full list of eligible disclosures.

'Reasonable grounds' means that a reasonable person in your position would also suspect the information indicates misconduct or a breach of the law.

Examples of what may be disclosed includes:

- fraud;
- negligence;
- default;
- breach of trust or duty;
- corrupt conduct;
- dishonest or adverse behaviour;

- legal or regulatory non-compliance;
- breach of the Code of Conduct;
- an unsafe work-practice;
- any other conduct which may cause financial or non-financial loss to the entity or be otherwise detrimental to the interests of the entity; or
- any other disclosure matter as defined in the Corporations Act 2001.

4.2.1 Ineligible disclosures

A report solely about a personal work-related grievance is not covered by the protections.

4.3 Who to make a disclosure to

Eligible disclosures may be made to any of the following:

- a. the external service provider authorised by Equip Super to receive whistleblowing disclosures (see section 4.4);
- b. a senior manager, the company secretary, or director of Equip Super;
- c. Equip Super's auditor, or a member of the audit team;
- d. Equip Super's actuary;
- e. APRA;
- f. ASIC; and
- g. your legal practitioner.

While you can make your disclosure to one of these people or entities listed above, you can raise your concerns anonymously.

4.4 How to make a disclosure

We encourage the reporting of suspected misconduct, an improper state of affairs or circumstances, or contraventions to legislative requirements and will ensure that those who make a report can do so without fear or intimidation, disadvantage or reprisal.

There may be circumstances where an employee prefers to make a disclosure to an external channel. For example (but not limited to), the employee is not willing to, not able to, does not feel comfortable to, or has previously disclosed through internal channels. To cater for these circumstances the matter can be disclosed through the following external channel:

Web: www.yourcall.com.au/equipsuper at any time.

Telephone: Your-Call Disclosure Management Services **1300 798 101** between 7 a.m. and midnight Monday to Friday (AEST excluding public holidays).

Disclosures may be made anonymously through this channel.

Disclosures made to other parties (e.g. APRA or ASIC) will need to be made directly with them via the contact details listed on their websites.

Eligible whistleblowers can ask to keep their identity, and information that is likely to lead to their identification confidential. However, depending on the subject of the report, Equip Super may be required to report the information to ASIC, APRA, or the Australian Federal Police, or to a lawyer for advice about the whistleblower protections.

4.5 Whistleblower protections

Equip Super is committed to protecting any whistleblower who makes eligible disclosures in relation to misconduct, an improper state of affairs or circumstances, or contraventions to legislative requirements. Whistleblowers must have reasonable grounds for their disclosure in order for the protection provisions to apply (refer section 4.2).

Eligible disclosures made by an eligible whistleblower will qualify for the following legal protections under the Corporations Act:

- Protection of information (identity and confidentiality), unless consent is provided by the discloser;
- Protection from detrimental treatment or threatened detriment as a result of making a protected disclosure. Compensation and other remedies may be awarded if the discloser has been confirmed to have been treated detrimentally as a result of making a protected disclosure; and
- Protections against legal action. The Corporations Act also protects a whistleblower against certain legal actions related to making an eligible disclosure, including criminal prosecution (and the disclosure cannot be used against the whistleblower in a prosecution, unless the disclosure is false); and civil litigation (such as for breach of an employment contract); or administrative action (including disciplinary action).

4.6 Treatment of disclosures received

Equip Super is committed to ensuring that whistleblowing events are investigated thoroughly and handled sensitively. We are committed to conducting investigations that are timely, confidential, fair and objective. Each situation will be unique and will be guided by the principles and procedures outlined below.

4.6.1 Preliminary investigation

When a disclosure is received, the Whistleblower Investigation Officer will conduct a preliminary investigation that encompasses the following:

- make a preliminary assessment on whether the information is valid and credible;
- determine how serious the complaint is, including the potential personal and entity damage, and consider if this might be a systemic issue;
- identify any critical issues that may require immediate attention, such as ongoing concerns, urgent safety or security matters, or potentially criminal acts;
- ascertain possible sources of information that would provide sufficient evidence to prove or disprove the disclosure; and
- note the time that has elapsed between the event and the report.

At the end of the preliminary investigation, the Whistleblower Investigating Officer should make a determination if a whistleblowing matter has occurred and whether the matter has substance. Where it is determined that a matter requires further investigation, an investigation team will be established. The members of the investigation team will be determined by the CEO and may include external professionals including (but not limited to) Equip Super's internal auditor. Where an allegation has been made against the CEO, the members of the investigation team will be determined by the Chief People Officer and the Chief Risk Officer.

In respect of matters concerning the Fit and Proper status of a Responsible Person, the matter must initially be referred to the CEO who may engage an external professional to assist with the investigation. The matter must also be reported to the Board, but retention of anonymity must be assured.

4.6.2 Confidentiality Assessment

The Whistleblower Investigation Officer will:

- assess how likely it is that the whistleblower's confidentiality will be maintained, including:
 - whether the whistleblower had previously announced they would report this matter
 - whether their identity could be guessed when the allegation is released (i.e. whether there are few people who would have access to the information)
 - the possible ramifications for the whistleblower of confidentiality not being maintained: including from the alleged, within and outside of the company
 - where it is considered likely that the confidentiality of the whistleblower will not be maintained, the Whistleblower Investigation Officer will consider, and where possible implement, further measures to protect the identity of the whistleblower or to protect the whistleblower from potential detriment
- set up a secure drive on SharePoint for documents only accessible by the relevant investigators;
- secure paper files in a locked cupboard; and

- ensure that the matter is not disclosed to the person who the allegation is against until agreed by the investigation team.

4.6.3 Conflicts Assessment

The investigation team will identify and disclose any conflicts they may have in relation to the investigation. This will include consideration of:

- their relationship with the whistleblower or the alleged;
- whether the allegation may impact any performance metrics of the members of the investigation team; and
- any other matters that may be relevant to the investigation.

Where a conflict is identified that may, or may be perceived to, influence a member of the investigation team, the matter will be referred to the Equip Super's internal auditor. The Conflicts Officer will determine whether a replacement member of the team should be appointed.

4.6.4 Investigation

The investigation team should consider the following matters when conducting an investigation:

- if possible, the whistleblower should be made aware of the start of the investigation and the members of the investigation team
- if possible, the whistleblower should be asked to clarify any matters which are still unclear and be asked for any additional information they have
- the investigation team should be sensitive to the whistleblower's possible fear of reprisal and be aware of the statutory protections provided to the whistleblower
- any information considered by the investigation team must be kept as part of the investigation record
- where interviews are required, they should be conducted in person (where possible) with notes taken that are signed and dated by the participants
- documentation related to the investigation should be authenticated and where possible original copies of documents should be kept in the investigation file

4.6.5 Post-investigation

Equip Super is committed to implementing any findings and recommendations of any investigation with a view to rectifying any wrongdoing as far as are practicable in the circumstances.

In respect of contraventions of the Corporations Act, the ASIC Act, the SIS Act, the Prudential Standards, prudential guidelines or relevant Equip Super's policies, the Head of Risk will be responsible for reporting findings and recommendations to the RCC for consideration. Where required, matters are also to be referred to regulators, or the police for criminal matters.

4.6.6 Procedural fairness

Equip Super is committed to the fair treatment of its employees and uses the following as guidelines in its investigations:

- the person who is the subject of the disclosure is entitled to know the allegations made against them and given the right to respond (knowing the identity of the person who made the allegation is not a part of natural justice, and should not be shared);
- if the investigator is contemplating making a report adverse to the interests of any person, that person must be given the opportunity to respond and to put forward further material that may influence the outcome of the report;
- any defence made by a person should be set out in the report without bias;
- all relevant parties to a matter should be heard and their submissions considered;
- those investigating the disclosure of wrongdoing should not have a personal or direct interest in the matter being investigated;
- all proceedings must be carried out fairly and without bias. Care should be taken to exclude perceived bias from the process; and

- the investigator must be impartial in assessing the credibility of the employee making the disclosure and any witnesses. Where appropriate, conclusions as to credibility should be included in the investigation report.

4.6.7 Protecting the whistleblower

Throughout the investigation process, certain steps should be taken to protect the whistleblower including:

- ensure confidentiality is maintained when required;
- maintain regular communication with the whistleblower; and,
- ensure the whistleblower is aware of the Employee Assistance Program.

4.6.8 Protecting the alleged

At the earliest possible opportunity (generally the assessment phase), the individual who is the subject of the disclosure should be given an opportunity to respond to the generalities of the allegations made against them. Procedures should be established to avoid unnecessary harm to that individual who is the focus of the disclosure while the investigation is underway, particularly as an investigation might exonerate them from any wrongdoing. They should also be made aware of the Employee Assistance Program.

4.7 Reporting

Reports received through the Whistleblower website or hotline are prepared in a confidential manner and are monitored by the Head of Risk, the Chief Risk Officer and the Chief People Officer.

A summary of any disclosure under the Policy will be provided to the RCC on a quarterly basis. Anonymity and confidentiality requirements will be observed.

Following the conclusion of an investigation, the RCC will also be provided with a report outlining any recommendations and actions for consideration.

4.8 Availability of the policy

The Policy is made available to all Equip Super's employees and directors on the company intranet. Changes to the Policy will be notified by email to all employees by the Head of Risk.

5 Document Review

Management, led by the Head of Risk, is responsible for undertaking reviews of the Policy. Following Management's review, changes to the Policy will be presented to the RCC for consideration and approval.

The Policy will be reviewed at least every two years, and will be reviewed more frequently in the event of one of the following triggers:

- at any time there is a significant change in the business or in any significant part of it;
- at any time there is a significant change in legislation or regulatory requirements that are relevant to the Policy; and
- at any other time determined by the Board.

Appendix A – Whistleblowing Process Flow

This flowchart provides a high-level summary of the process:

Misconduct, an improper state of affairs or circumstances, or breaches of the law or legislation identified

- Instances identified involving employees, contractors or other stakeholders.
- Serious contraventions of the legislative requirements (e.g. Corps Act, SIS Act, etc), prudential requirements or Equip Super policies.

Conduct reported through one of the available options

- Option 1: Report to a senior manager, company secretary, director, auditor, or actuary
- Option 2: Report to ASIC/APRA or another eligible recipient
- Option 3: Report using the whistleblower hotline provided (can be done anonymously)

Investigation

- Preliminary investigation by the Whistleblower Investigation Officer (typically the Head of Risk if not conflicted)
- Investigation team determined by CEO if required
- Investigation is conducted in a timely, confidential, fair and objective manner
- Investigation follows legislated whistleblowing provisions
- Information to be held securely and in strict confidence

Implement findings and recommendations

- Rectify any wrongdoings (as far as practicable)
- Head of Risk to conduct any additional investigations required
- Where required, matters will be referred to regulators, or the police for criminal matters
- Reports, findings and recommendations are made to the RCC for consideration