

Whistleblower Policy

1. BACKGROUND AND PURPOSE

In this Whistleblower Policy, 'us' 'we' or 'our' means Melbourne Fashion Festival Ltd (ACN 074 236 294) (**MFF**).

MFF is committed to the highest standards of conduct and ethical behaviour in all of its business activities, and to promoting and supporting a culture of honest and ethical behaviour, professional compliance and strong governance.

MFF is also committed to a supportive workplace environment and encourages its employees and people that it works with, to raise concerns that they may have relating to MFF.

MFF's Whistleblower Policy (**Policy**) outlines the processes and protections given by MFF to whistleblowers (being persons who sound the alert on danger, malpractice, bribery or corruption or other conduct referred to in this Policy) (**Discloser**).

It outlines how a Discloser may:

- report in good faith any perceived wrong-doing, impropriety, serious unethical behaviour, legal or regulatory non-compliance or questionable accounting or audit matter; and
- expect and receive protection from any reprisal or detrimental action resulting from such disclosure.

This Policy supplements any other policies applicable to MFF (and should be read with them).

MFF is subject to applicable local laws. If any local laws are in anyway inconsistent with this Policy or impose a higher level of protection than this Policy, those local laws take precedence to the extent of the inconsistency.

2. WHO DOES THIS POLICY APPLY TO?

A Discloser under this Policy may be any of the following:

- a current or past officer or employee of MFF, whether full-time, part-time or casual, at any level of seniority;
- a current or past supplier of goods or services to MFF (or any of their employees);
- an associate of MFF; or
- a relative, dependent or dependent of the spouse of any individual referred to above.

3. WHAT TYPE OF CONDUCT DOES THIS POLICY RELATE TO?

A Discloser is encouraged to make a disclosure under this Policy if they have reasonable grounds to suspect that a MFF director, officer, employee, contractor, supplier, tenderer, or other person who has business dealings with MFF has engaged in any of the following conduct (each an act of **Misconduct**):

- dishonest, fraudulent or corrupt conduct (including offering or accepting a bribe);
- illegal or criminal conduct (including theft, violence, harassment or intimidation, criminal damage to property or other breaches of law);
- unethical conduct, or conduct in breach of MFF's policies (including dishonestly altering company records or data, adopting questionable accounting practices, or breaching any of MFF's codes of conduct, policies or procedures);

- conduct that endangers health and safety or causes damage to the environment (including unsafe work practices, environmental damage, or health risks);
- financial fraud, money laundering, misappropriation of funds, or insider trading;
- conduct that may cause financial loss to MFF or damage to its reputation or is otherwise detrimental to MFF's interests; or
- harassment, discrimination, victimisation or bullying (other than "personal work-related grievances" as defined in the Corporations Act 2001 (Cth) (**Corporations Act**)).

This Policy does not apply to "personal work-related grievances". These are generally grievances relating to a person's current or former employment or engagement with MFF that only have implications for that person personally, and do not have broader implications for MFF (for example, a conflict between two employees, a decision relating to a promotion or performance, or a decision relating to termination). *Disclosures that are personal work-related grievances can be disclosed to, and will be investigated by, MFF's CEO.*

4. OBLIGATIONS OF THE DISCLOSURE?

A Discloser's disclosure of Misconduct must be made in good faith, on a genuine belief that there has been wrongdoing. A disclosure cannot be made for any malicious purpose. A Discloser will not be penalised if the information turns out to be incorrect, however, where it is determined that a Discloser has knowingly made a false report, MFF reserves the right to take disciplinary action against that person (and there may also be legal consequences).

5. WHO CAN A DISCLOSURE BE MADE TO?

Formal process

A Discloser may raise concerns of alleged Misconduct under this Policy by making a disclosure to any of the following persons (each a **Disclosure Recipient**):

- MFF's CEO
- MFF's COO
- MFF's Chair

The role of a Disclosure Recipient is to ensure that the information is heard by MFF and proper follow-up occurs, as well as to ensure that the Discloser feels supported and protected.

The Disclosure Recipient will also assist the Discloser in maintaining wellbeing, and review and consider any complaints of **Detrimental Conduct** (as defined in section 8 of this Policy) or any concern that disclosure has not been dealt with in accordance with this Policy.

Under Australian law, certain disclosures may also be made to certain other persons, as detailed in section 9 of this Policy.

Informal process

If a Discloser has concerns that any Misconduct has occurred, they may of course informally discuss their concerns with their manager/direct report at MFF, or with any member of the Leadership Team. However, please note that informally raising concerns with a person who is not a Disclosure Recipient will fall outside of this Policy (and the process followed may be different from that detailed within this Policy, and the protections afforded may be different to those that a whistleblower is entitled to under this Policy or at law).

Anonymity

A Discloser may choose to make a disclosure anonymously, however, please be aware that this may limit MFF's ability to conduct its investigations. Given this, a Discloser is encouraged to share their identity as it will make it easier for MFF to address the disclosure and provide the Discloser with the support and protections afforded under this Policy (noting the confidentiality protections afforded to the Discloser under this Policy, as detailed in section 8).

6. INVESTIGATION PROCESS

MFF takes all reports of alleged Misconduct seriously. Upon receiving a disclosure, the disclosure will be assessed to determine whether it falls within the scope of this Policy, and if so, whether a formal in-depth investigation is required.

If it is determined that the disclosure does fall within the intended scope of the Policy, it will be referred to the **Investigations Officer** (MFF's Audit Committee Chair or another member of MFF's Audit Committee), who will document the disclosure and carry out (or supervise) the investigation.

If deemed appropriate, the Investigations Officer may decide to engage an external investigator (eg. MFF's appointed Legal Counsel), involve other people within MFF, MFF's Audit Committee, or MFF's Board of Directors in the investigation, and/or report the matter to the relevant regulatory authority or police agency.

Investigations will be conducted in a timely manner (as the circumstances allow), follow a fair process, and be conducted independently of the person about whom any allegations within the disclosure relate.

Unless there are reasons not to, persons to whom allegations of Misconduct relate will be informed of the allegation and will be given a chance to respond to the claim (before an adverse finding is made against them).

If the disclosure was not made anonymously, the Disclosure Recipient will keep in contact with the Discloser until the matter is resolved by MFF and provide the Discloser with regular updates. The frequency and timeframe may vary depending on the nature of the disclosure.

7. AFTER THE INVESTIGATION

When the investigation concludes, the investigation results will be recorded in a formal report (which will be the property of, and the confidential information of, MFF), and a summary of the outcome will be reported to the Board.

If MFF deems appropriate, the investigation outcome will be shared with the Discloser, and the person to whom the allegation of Misconduct related, however the formal report will not be provided to either person.

If the investigation identifies a breach of employment contract, MFF policy or procedure, or law, appropriate disciplinary action may be taken.

8. PROTECTIONS AFFORDED

Protection of identity (confidentiality)

If a disclosure is made, MFF will keep the identity of the Discloser confidential unless one of the following exceptions applies:

- the Discloser consents to the disclosure of their identity; or
- the disclosure of identity is allowed or required by law (for example, under law identity may be permitted to be disclosed to a lawyer for the purpose of obtaining legal advice or representation on whistleblowing).

Protection from Detrimental Conduct

MFF is committed to ensuring that a Discloser does not suffer Detrimental Conduct (defined below) for making a disclosure of alleged Misconduct.

Detrimental Conduct means any actual or threatened conduct that could cause a detriment to the Discloser as a result of the Discloser making a disclosure, including:

- termination of employment;
- harassment, bullying or intimidation;
- personal or financial disadvantage;
- unlawful discrimination;
- harm or injury, including psychological harm;
- damage to reputation; or
- any other conduct that constitutes retaliation.

MFF will take all reasonable steps to protect the Discloser from Detrimental Conduct and will take action it considers appropriate where such conduct is identified.

A Discloser (or any other employee or person) may be entitled to seek compensation and other remedies through the courts if they suffer loss, damage or injury because of a disclosure, and MFF has failed to take reasonable precautions and exercise due diligence to prevent the Detrimental Conduct.

Protection from liability

A Discloser that makes an eligible disclosure under this Policy will be protected from each of the following in relation to their disclosure:

- civil liability (e.g. any legal action against the Discloser for breach of an employment contract, duty of confidentiality or another contractual obligation);
- criminal liability (e.g. attempted prosecution of the Discloser for unlawfully releasing information, or other use of the disclosure against the Discloser in a prosecution (other than for making a false disclosure)); and
- administrative liability (e.g. disciplinary action for making the disclosure).

*Please note however, the protections do **not** grant immunity for any Misconduct a Discloser has engaged in that is revealed in their disclosure.*

9. ADDITIONAL PROCESSES AND PROTECTIONS UNDER AUSTRALIAN LAW

A Discloser may also be afforded the same or additional protections under specific laws (when disclosures are made in accordance with that law). The relevant Australian laws are:

- *Corporations Act 2001* (Cth), Part 9.4AAA (Corporations Act); and
- Part IVD of the *Taxation Administration Act 1953* (Taxation Administration Act).

Following is a summary of some of the types of disclosures and protections that may be afforded under these laws. This is provided for information purposes only. Please consult the specific legislation for a full overview of

the processes and protections under that law. MFF encourages disclosers to seek independent legal advice in relation to the processes and protections afforded to them as whistleblowers.

A person qualifies for protection as a whistleblower under the Corporations Act (or Taxation Administration Act) if they are a person described in section 2 of this Policy and:

- they have made a disclosure of information relating to a ‘disclosable matter’ (as further summarised in the table below) directly to a person or entity listed in the table below in relation to the disclosable matter; or
- they have made an ‘emergency disclosure’ or ‘public interest disclosure’ (further described below).

Type of information disclosed (disclosable matter)	Who the disclosure can be made to
<p>Information concerning reasonable grounds to suspect:</p> <ul style="list-style-type: none"> – misconduct, or an improper state of affairs or circumstances in relation to MFF; – Information that MFF (or any of its officers or employees) has: <ul style="list-style-type: none"> (i) engaged in conduct that contravenes or constitutes an offence against, or contravenes, the Corporations Act, the Australian Securities and Investments Commission Act 2001, the Banking Act 1959, the Financial Sector (Collection of Data) Act 2001, the Insurance Act 1973, the Life Insurance Act 1995, the National Consumer Credit Protection Act 2009; the SIS Act, or an instrument made under an Act referred to in RG 270.54(a)(i)–RG 270.54(a)(viii); (ii) constitutes an offence against any law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more; (iii) represents a danger to the public or the financial system; or (iv) is prescribed by regulation. 	<ul style="list-style-type: none"> – A ‘Disclosure Recipient’ under MFF’s Whistleblower Policy; – an “officer” or “senior manager” of MFF (defined in the <i>Corporations Act</i> as “a director, or a senior manager in the company who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the company, or who has the capacity to affect significantly the company’s financial standing”); – an internal or external auditor, or a member of an audit team conducting an audit, of MFF; – an actuary of MFF; – ASIC; – APRA; – another Commonwealth body prescribed by regulation; or – a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in applicable legislation.
<p>Information that may assist the Commissioner of Taxation to perform his or her functions or duties under a taxation law in relation to MFF</p>	<p>Commissioner of Taxation</p>
<p>Information about misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of MFF which the employee considers may assist the eligible recipient to perform</p>	<ul style="list-style-type: none"> – An auditor, or a member of an audit team conducting an audit, of MFF;

functions or duties in relation to the tax affairs of MFF.

- a registered tax agent or BAS agent who provides tax or BAS services to MFF;
- a director, secretary or senior manager of MFF;
- an employee or officer of MFF who has functions or duties relating to tax affairs of MFF.

‘Emergency disclosure’ or ‘public interest disclosure’

Disclosures can be made to a journalist or parliamentarian under certain circumstances and qualify for protection (see Corporations Act s1317AAD for further detail):

A ‘public interest disclosure’ is the disclosure of information to a journalist or a parliamentarian, where:

- at least 90 days have passed since the Discloser made the disclosure to ASIC, APRA or another Commonwealth body prescribed by regulation;
- the Discloser does not have reasonable grounds to believe that action is being, or has been taken, in relation to their disclosure;
- the Discloser has reasonable grounds to believe that making a further disclosure of the information is in the public interest; and
- before making the public interest disclosure, the Discloser has given written notice to the body to which the previous disclosure was made that:
 - includes sufficient information to identify the previous disclosure; and
 - states that the discloser intends to make a public interest disclosure.

An ‘emergency disclosure’ is the disclosure of information to a journalist or parliamentarian, where:

- the Discloser has previously made a disclosure of the information to ASIC, APRA or another Commonwealth body prescribed by regulation;
- 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;
- before making the emergency disclosure, the Discloser has given written notice to the body to which the previous disclosure was made) that:
 - includes sufficient information to identify the previous disclosure; and
 - states that the discloser intends to make an emergency disclosure; and
- the extent of the information disclosed in the emergency disclosure is no greater than is necessary to inform the journalist or parliamentarian of the substantial and imminent danger.

If you wish to obtain protection as a whistleblower, please ensure that you fully understand the criteria for making a public interest or emergency disclosure before making that disclosure. It is recommended that the Discloser contact an independent legal adviser before making a public interest disclosure or an emergency disclosure.

Protections

Some of the special protection that may be afforded under Australian law for “protected disclosures” are as follows:

- the Discloser is immune from any civil, criminal or administrative legal action (including disciplinary action) for making the disclosure;
- no contractual or other remedies may be enforced, and no contractual or other right may be exercised, against the Discloser for making the report;
- in some circumstances, the reported information is not admissible against the Discloser in criminal proceedings or in proceedings for the imposition of a penalty (such as where the disclosure has been made to ASIC or APRA or the Commissioner of Taxation, or where the disclosure qualifies as a public interest or emergency disclosure); and
- a Discloser (or any other employee or person) can seek compensation and other remedies through the courts if they suffer loss, damage or injury because of a disclosure, and MFF has failed to take reasonable precautions and exercise due diligence to prevent the Detrimental Conduct.

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