



'Speak Up'

Whistleblower Protection Policy

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Introduction

Proveda is committed to achieving our corporate objectives in accordance with our values, the Proveda Code of Conduct and all applicable laws.

As part of this commitment Proveda takes unethical, illegal or otherwise improper conduct involving our people and the provision of our services seriously. To protect our reputation in the market place and the trust placed in us by our clients and other stakeholders, we encourage people to speak up if they have concerns and Proveda will endeavour to provide those persons with appropriate protection and support under this policy.

This policy is intended to assist Proveda in conducting its business in accordance with our values, the Proveda Code of Conduct and all applicable laws.

Purpose

The purpose of this policy is to empower Eligible Disclosers to report suspected or actual Reportable Conduct without fear of retaliation, victimisation or disadvantage. They may report anonymously if they wish. It provides guidance about how to speak up about Reportable Conduct and how such reports may be handled.

A report can only be made under this policy if the Eligible Discloser has Reasonable Grounds to suspect that there is Reportable Conduct.

'Reasonable Grounds' generally means that there must be some supporting information for the suspicion. A mere allegation is not enough. Reports must not contain information that is known to be untrue.

An 'Eligible Whistleblower' means any current or former Proveda:

- a) officer or employee;
- b) a volunteer or work experience placement student;
- c) supplier, contractor or consultant (including any of their employees); and
- d) any current or former relative, dependent or spouse of (a) - (c).

'Reportable Conduct' includes misconduct, or an improper state of affairs or circumstances relating to Proveda or any members of the Proveda Board. Examples include but are not limited to the following:

- a) dishonest, corrupt or illegal activities;
- b) theft, fraud, money laundering or misappropriation;
- c) a serious breach of Proveda Code of Conduct;
- d) offering or accepting a bribe;
- e) improper or illegal use of Proveda funds or resources;
- f) damage, sabotage, violence;
- g) illegal drug or alcohol sale/use;
- h) environmental damage;
- i) risks to the health and safety of employees, students or volunteers;

- j) unethical conduct;
- k) recrimination against someone because they participated in an investigation or review of a concern reported under this policy;
- l) any instruction to cover up or attempt to cover up Reportable Conduct;
- m) Victimising someone for speaking up about Reportable Conduct.

Reportable Conduct which occurred before the commencement of this policy can be reported.

Reportable Conduct does not generally include Personal Work-Related Grievances, unless it is about retaliation or victimisation because of a previous disclosure under this policy or it has significant implications for Proveda and relates to Relevant Legislation.

'Personal Work Related Grievances' are grievances about any matter relating to the Eligible Discloser's employment, or former employment, having (or tending to have) implications for the Eligible Discloser personally. Examples of conduct not covered by this policy include, but are not limited to:

- an interpersonal conflict between the Eligible Discloser and another employee, student or volunteer;
- a decision relating to the engagement, transfer or promotion of the Eligible Discloser;
- a decision relating to the terms and conditions of engagement of the Eligible Discloser;
- a decision to suspend or terminate the engagement of the Eligible Discloser, or otherwise to discipline the Eligible Discloser.

If an employee has a 'Personal Work Related Grievance' (please refer to Appendix A) concerns should be reported under the HR8.0 Grievance Resolution Policy.

To assist Proveda in investigating a report under this policy, it is helpful if Eligible Disclosers disclose all Relevant Facts, where possible.

'Relevant Facts' means information relating to the Reportable Conduct which may include:

- a) the organisation's name and location;
- b) the names and positions of people involved including the manager of the people involved;
- c) names and positions of any witnesses to the Reportable Conduct;
- d) the nature of Reportable Conduct including a description of the conduct with dates, times, how it was observed (e.g. first-hand, overheard), and the way the conduct occurred (e.g. in person, over the phone, emails);
- e) physical evidence, such as copies of relevant correspondence or emails

Scope Including 'How to Report'

Proveda has a number of channels for making a report.

Authorised Representative

An 'Authorised Representative' means one of the following:

- a) a Proveda Board Member;
- b) a Proveda Leadership Team Member;

The report will generally be referred to the Company Secretary.

Whispli

The Proveda 'Speak Up' platform, powered by WHISPLI and located at <https://ccnb.whispli.com/lp/informant-reporting?locale=en> can also be used by Eligible Recipients to confidentially disclose Reportable Conduct.

The report will generally be referred to the CEO.

Head of Compliance

Reports may also be posted in an envelope marked 'CONFIDENTIAL' to:

Company Secretary
Proveda
PO Box 195
Frenchs Forest NSW 1640

External Reporting Bodies

While Proveda encourages Eligible Disclosers to use this policy, this policy is not intended to prevent an Eligible Discloser from making a protected disclosure to any other appropriate body such as Proveda's Auditor, ASIC, APRA, the Australian Federal Police or, if related to taxation, the Australian Taxation Office.

In limited circumstances Eligible Disclosers may make public interest or emergency disclosures in accordance with the Relevant Legislation.

Eligible Disclosers are encouraged to provide the Company Secretary with copies of any report that they make to external reporting bodies so that Proveda can conduct its own inquiries into the concerns that have been raised.

Eligible Disclosers may seek legal advice from or be legally represented by a lawyer in relation to their reports.

See Appendix B for a diagram summarising the process.

Definitions

Definitions used in this policy are located throughout this policy and in Appendix C to this policy. The meanings of defined terms are limited to this Policy unless stated otherwise.

Process for Handling Reports

The CEO will be notified of each report submitted through the 'Speak Up' WHISPLI platform unless the report relates to the CEO in which case the report will be directed to the Chairman of the Board of Proveda Limited.

Timing of the Report

Eligible Disclosers are encouraged to disclose Reportable Conduct as soon as they have reasonable grounds to suspect it has occurred. If Reportable Conduct has taken place in the past, it is not too late to report it because disclosing it may still have a significant impact.

Whistleblower Support

Proveda supports Eligible Disclosers, by:

- keeping the Eligible Discloser informed of the progress and outcomes of the inquiry or investigation (subject to any privacy and confidentiality obligations, and as required by law) including any proposed remedial actions;
- endeavouring to resolve any concerns that the Eligible Discloser has regarding the confidentiality of their identity or actual or threatened detrimental treatment because the Eligible Discloser has made, or is considering making, a report under this Policy;
- providing training to its employees, managers and officers about this Policy;
- in Australia, providing access to a confidential support and counselling service, the Employee Assistance Program (EAP) known as Assure Programs located at <https://assureprograms.com.au/>

Where the Eligible Discloser may have been involved in conduct connected with the report of Reportable Conduct, the fact that the Eligible Discloser made a report may, at Proveda's absolute discretion, be relevant to any remedial or disciplinary action that may be taken because of an inquiry or investigation.

Whistleblower Protection

While anonymous disclosures may be made under this policy and Relevant Legislation, it can be difficult for Proveda to review and investigate Reportable Conduct without understanding the role of the Eligible Discloser and being able to contact them for the purposes of obtaining further information when necessary. For this reason, we encourage Eligible Disclosers to agree to disclose their identities when making a report under this Policy if they are comfortable in doing so.

Unless the law permits otherwise, an Eligible Discloser's consent will be obtained before his or her identity is disclosed.

Proveda will endeavour to not disclose information that is likely to lead to an Eligible Discloser's identification unless he or she has consented to Proveda disclosing their identity or where the disclosure of that information is reasonably necessary for the purposes of Proveda investigating the report and Proveda takes all reasonable steps to reduce the risk that the Eligible Discloser will be identified as a consequence of the disclosure.

Proveda may be required to reveal the Eligible Discloser's identity in relation to matters which are to be reported to regulators such as the ASIC, APRA, the Tax Commissioner or the Australian Federal Police.

The Eligible Discloser's identity may also be divulged if legal advice or representation is required by Proveda or where a court or tribunal finds it is necessary in the interests of justice.

Proveda will endeavour to protect an Eligible Discloser from detrimental treatment (or threats of detrimental treatment) because they have made, are proposing to make, or are able to make, a report of information relating to Reportable Conduct under this policy and in accordance with the Relevant Legislation. Eligible Disclosers must immediately inform the CEO (or if the CEO is involved in the Reportable Conduct, the Chairman of the Board of Proveda Limited) of any concerns they have about their report.

Detrimental treatment includes intimidation, harassment, threats, coercion, action causing injury, loss or damage, discrimination, disadvantage, adverse treatment in relation to an Eligible Discloser's employment, career, profession, trade or business. Proveda will regard any detrimental treatment of an Eligible Discloser very seriously and may take appropriate action, which could include, in the case of employees, disciplinary action and dismissal. In the case of a contractor, such appropriate actions may include suspension and/or termination of its contract with Proveda.

False Reports

Employees who knowingly make a false report of Reportable Conduct may face disciplinary action, including immediate termination in serious cases. In the case of a contractor, actions may include suspension and/or termination of its contract with Proveda.

The disciplinary action will depend upon the severity, nature and circumstances of the false report.

Fair Treatment of Named Employees

Proveda will endeavour to provide any employee mentioned in an Eligible Discloser's report with an opportunity to respond to the allegations as part of any inquiry or investigation.

Employees who are mentioned in any Eligible Discloser's report may access the Employee Assistance Program known as Assure Programs located at <https://assureprograms.com.au/>

Investigation

The CEO (or the Chairman of the Board of Proveda if the CEO is implicated) may initially review the report or may provide the report to another appropriate person within Proveda, for example, by having regard to the nature of the report.

The person conducting the review will make initial inquiries and will determine at their discretion whether it is appropriate or necessary to conduct further inquiries or whether the concern can be resolved by other appropriate action.

If there is to be further inquiry, that inquiry or investigation may be conducted by a senior manager at the discretion of Proveda, by an external person. The investigator will not be implicated directly or indirectly in the report and will report to the CEO, or the HR Advisor (or if any of them are implicated, the Company Solicitor on behalf of the Chairman of the Board of Proveda Limited).

All inquiries and/or investigations will be conducted, as far as practicable, on a confidential basis and in accordance with the Relevant Legislation.

The Board of Directors of Proveda will be provided with a quarterly report of all disclosed Reportable Conducts which have been received by Authorised Representatives, via mail and via the 'Speak Up' WHISPLI Platform, and the outcomes.

Communication

The CEO (or their delegate), or the Chairman of the Proveda Limited Board (or their delegate) if the Company Secretary is implicated, and the person conducting the inquiry or investigation will to the extent it is reasonable, keep the Eligible Discloser updated on the investigation and any action taken in relation to the Eligible Discloser's report.

Review

Proveda will periodically review this Policy to check that it is operating effectively, having regard to its objectives and the support it provides to Proveda Code of Conduct and the requirements of applicable laws, and to determine whether any changes are required to the Policy.

Questions

Eligible Disclosers are encouraged to speak to the CEO or the HR Advisor if they have any questions regarding their obligations under this Policy.

No Waiver

A delay or failure to enforce a provision of this Policy does not constitute a waiver of Proveda's right/s to do so.

Applicable Laws

This Policy applies to Proveda in accordance with applicable laws.

Variations

Proveda reserves the right to amend, vary, replace or terminate this Policy at any time in its absolute discretion.

Interpretations

The headings in this Policy are for reference only and are not intended to limit the meaning or application of the matters stated under the headings.

Policy Location

The latest version of this Policy can be found on the Human Resource Information System or by contacting the HR Advisor or another member of the Leadership Team.

Appendix A

Type of Concern	Who can I speak to?
<p>Interpersonal conflict between you and another Employee in the Workplace.</p> <p>- See HR8.0 Grievance Resolution Policy'</p>	<ul style="list-style-type: none"> • Speak to the person directly • Speak to your manager • Speak to the HR Advisor
<p>Personal Work Related Grievance.</p> <p>For example:</p> <ul style="list-style-type: none"> • an interpersonal conflict between you and another Employee; • a decision relating to your engagement, transfer or promotion as an Employee; • a decision relating to your terms and conditions of engagement as an Employee; • a decision to suspend or terminate your engagement as an Employee or otherwise to discipline you as an Employee. <p>- Refer to the HR8.0 Grievance Resolution Policy'</p>	<ul style="list-style-type: none"> • Speak to your manager • Speak to the HR Advisor
<p>Conduct involving Proveda or a supplier or a customer which raises issues of illegal conduct or conduct which goes against Proveda Code of Conduct.</p> <p>- Refer to this Proveda 'Speak Up' (Whistleblower Protection) Policy'</p>	<ul style="list-style-type: none"> • Speak to your Manager • Speak to the HR Advisor • Speak to an Authorised Representative • Contact our 'Speak Up' WHISPLI Platform

Reportable Conduct?

Includes misconduct, or an improper state of affairs or circumstances relating to Proveda e.g.

- Theft, fraud, money laundering or misappropriation
- A serious breach of PROVEDA Code of Conduct
- Offering or accepting a bribe
- Improper or illegal use of PROVEDA funds or resources
- Damage, sabotage, violence
- Illegal drug or alcohol sale/use
- Environmental damage
- Risks to the health and safety of workers
- Unethical conduct
- Recrimination against someone because they participated in an investigation or review
- Victimising someone for speaking up about Reportable Conduct

YES

Speak to Authorised Representative – i.e. Leadership Team Member / Proveda Board Member or disclose via 'Speak Up' Platform.

Authorised Representative to:

- maintain confidentiality
- get consent to disclose identity to Company Secretary or delegate and for purpose of investigating
- mark notes 'confidential' and keep secure
- provide notes to, and notify Company Secretary or delegate immediately

If Company Secretary is implicated, disclosure to be made to CEO or their delegate who will determine review/enquiry/investigation required.

Company Secretary (or delegate) / Chairman of CCNB Board (if Leadership Team member implicated) will appoint an internal/external investigating officer who will determine review/enquiry/investigation required.

NO

Personal work-related grievance?

- An interpersonal conflict between the Eligible Discloser and another employee
- A decision relating to the engagement, transfer, or promotion of the Eligible Discloser
- A decision relating to the terms and conditions of engagement of the Eligible Discloser
- A decision to suspend or terminate the engagement of the Eligible Discloser, or otherwise to discipline the Eligible Discloser

YES

Refer to procedure in HR 8 Employee Grievance Policy.

NO

Falls outside policies e.g. Staff seeking new benefit – to be raised with Leadership Team.

Appendix C

Definitions and Interpretation

In this policy references to:

'ASIC' means Australian Securities and Investments Commission,

'APRA', means Australian Prudential Regulatory Authority

'ATO' means Australian Taxation Office.

'Proveda' means Proveda Limited and each of its related companies or entities, both current and in the future comprising 'the Proveda Group'. Where used in this policy, a reference to 'Proveda' or 'the Proveda Group' may be to all companies or entities in the Proveda Group or any one or more of the companies or entities as may be applicable in the context.

'HR Advisor' means the HR Advisor of Proveda Limited or their delegate.

'Company Secretary' means the Company Secretary of Proveda Limited or their delegate.

'CEO' means the CEO for Proveda Limited.

'Speak Up' WHISPLI Platform' means the Proveda Group 'Speak Up' platform powered by WHISPLI located at <https://ccnb.whispli.com/lp/informant-reporting?locale=en>

'Relevant Legislation' means the Corporations Act 2001, 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 Superannuation Industry (Supervision) Act 1993, Competition and Consumer Act 2010, the Taxation Administration Act 1953, the Aged Care Act (1997), NDIS Act (2013), other tax laws administered by the Federal Commissioner of Taxation, any other Commonwealth law that is punishable by imprisonment for a period of 12 months or more, and regulations under or instruments referred to in these Acts

Register of Changes

- 03 August 2023 – Updated link to Whispli reporting platform
- 02 February 2024 – Company name changed from 'CCNB' to 'Proveda'