



# Whistleblower Policy

## Policy overview

Bill Identity Limited (**Bid**) is committed to maintaining a high level of legal, ethical and moral behaviour in governance and operational standards.

Bid encourages staff and contractors to disclose suspected misconduct, without fear of detriment, where concerns about serious instances of misconduct are supported by reasonable grounds.

Bid is required to observe (and this policy complies with) the requirements of all applicable legislation regarding the protection of whistleblowers, including those of the *Corporations Act 2001* (Cth) (**Corporations Act**) and the *Taxation Administration Act 1953* (Cth).

This policy and any revisions to it from time to time are available to officers and employees at <https://billidentity.com/investors/> as well on the companies google shared drive: BE-Shared>Corporate policies and procedures [https://drive.google.com/drive/folders/12IPmoRI4Hq7ZmVVQSjcGsnhr7BgY\\_BaN](https://drive.google.com/drive/folders/12IPmoRI4Hq7ZmVVQSjcGsnhr7BgY_BaN)

## Purpose

The purpose of this policy is to facilitate an environment in which the reporting of any instances of suspected misconduct, or of an improper state of affairs or circumstances in relation the Bid or its operations, is encouraged without fear of detriment.

The policy furthers this purpose by outlining:

- the types of disclosures which qualify for protection;
- to whom disclosures should be made;
- how *eligible whistleblowers* will be supported and protected;
- how the company will ensure fair treatment of employees mentioned in the disclosures; and
- how disclosures of misconduct will be investigated.

## Qualifying disclosures

Who is an *eligible whistleblower* under this policy?

This policy applies to protected disclosures made by:

- officers, employees and contractors of Bid;
- individuals who supply services or goods to Bid;
- employees of a person or entity who supplies services or goods to Bid, (whether paid or unpaid);



- individuals who are associates<sup>1</sup> of Bid; and
- relatives or dependants of any of the persons listed above, (when making a *protected disclosure*, each being a **Whistleblower**).

#### What is a *protected disclosure*?

A person may make a protected disclosure of information under this policy if they have objectively reasonable grounds to suspect that the information concerns misconduct or an improper state of affairs in relation to Bid.

Misconduct or improper states of affairs covered by this policy includes any act or omission that:

- is dishonest, fraudulent or corrupt, such as falsification of records, contracts or data, adopting questionable or improper accounting practices or bribery;
- is unethical, such as actions causing substantial damage to the environment; and/or
- may cause financial loss to Bid, damage its reputation or be otherwise detrimental to Bid's interests.

A person may also make a protected disclosure of information if they have objectively reasonable grounds to suspect that the information indicates that Bid has engaged in conduct which:

- constitutes an offence against, or a contravention of, the Corporations Act, the *Australian Securities and Investments Commission Act 2001* (Cth), the *Banking Act 1959* (Cth), the *Financial Sector (Collection of Data) Act 2001* (Cth), the *Insurance Act 1973* (Cth), the *Life Insurance Act 1995* (Cth), the *National Consumer Credit Protection Act 2009* (Cth), or the *Superannuation Industry (Supervision) Act 1993* (Cth), or instruments made under these laws;
- constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more;
- involves any other kind of serious impropriety (e.g. business practices that may cause a consumer harm); or
- represents a danger to the public or the financial system.

Disclosures that are not "protected disclosures" do not qualify for protection under the Corporations Act.

#### What types of disclosure will not be protected?

This policy is intended for disclosures that have significant implications for Bid, rather than for personal matters.

This policy does not, therefore, apply to trivial or vexatious matters. Nor is this policy intended to replace or be used instead of other company policies and reporting procedures such as those relating to dispute resolution, "personal work-related grievances" (including matters relating solely to the discloser's employment or having implications for the discloser

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<sup>1</sup> "Associate" means an agent, volunteer or "person acting in concert" with Bid.

personally), equal opportunity, discrimination, harassment or bullying. In most cases, such matters will be deemed **not** to be *protected disclosures* for the purpose of this policy, will not qualify for protection under the Corporations Act and should be referred to the Human Resources Officer, or in the absence of such a person, the Managing Director, Chief Financial Officer or Company Secretary for appropriate action in accordance with other relevant company policies and procedures.

However, a disclosure of a personal work-related grievance may still qualify for protection if:

- it includes information about misconduct (as described above), or information about misconduct includes or is accompanied by a personal work-related grievance;
- Bid has breached employment or other laws punishable by imprisonment for a period of 12 months or more, engaged in conduct that represents a danger to the public, or the disclosure relates to information that suggests misconduct beyond the discloser's personal circumstances; or
- the discloser suffers from or is threatened with "detriment" for making a disclosure (as described below).

In addition, as outlined below, disclosures not made to an *eligible recipient* may not be protected.

## False reporting

This policy applies to disclosures where the discloser has objectively reasonable grounds to suspect wrongdoing, or of an improper state of affairs or circumstances in relation to Bid or its operations. Accordingly, where it is shown that a person purporting to be a whistleblower has knowingly or recklessly made a false report of wrongdoing, then that conduct itself will be considered a serious matter and that person may be subject to disciplinary action, which may include dismissal in serious cases.

## Eligible recipients of disclosures

### Who is an *eligible recipient* of a disclosure?

In order to qualify for protection, the disclosure must be made to an *eligible recipient*. Bid offers internal and external reporting options for making a disclosure under this policy.

The role of an *eligible recipient* is to receive disclosures that qualify for protection.

**(Whistleblower Protection Officer)** Whistleblowers are encouraged firstly to make a disclosure to the Company's nominated Whistleblower Protection Officer, being the Company Secretary.

**(Officer or senior manager)** Whistleblowers are also encouraged to make a disclosure to an officer or senior manager<sup>2</sup> of Bid or of a related body corporate of the Company. The *eligible recipients* who have been principally nominated by the Company to receive such reports are:

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<sup>2</sup> An "officer" or "senior manager" includes the director or company secretary of a company, a person who makes or participates in the making of decisions that affect the whole, or a substantial part, of the



- Managing Director;
- Company chairperson; and
- Chairperson of the Audit and Risk Committee.

However, a report made to any other officer or senior manager<sup>2</sup> of Bid or of its related bodies corporate is also protected.

**(Auditor)** Whistleblowers may also make a disclosure to auditors (including any member of the audit team) or actuaries of Bid.

**(Relevant regulator)** Where necessary, disclosures may also be made to ASIC, APRA and the Commissioner of Taxation.

**(Lawyer)** Any disclosure of information made to a lawyer for the purpose of obtaining legal advice or legal representation in relation to the discloser's rights at law will also be a *protected disclosure*.

**(Public interest disclosure)** In certain circumstances, 90 days after a whistleblower has made a report in accordance with this Policy to ASIC, APRA or a Commonwealth authority prescribed for this purpose by law (**Regulator**), and provided that the whistleblower has reasonable grounds to believe that (a) no action is being, or has been, taken by the Regulator or the Company to address the matters the whistleblower has raised in their report; and (b) the making of a further disclosure would be in the public interest, the whistleblower may give limited disclosure of the matter to a member of Parliament or a journalist. Such a step is a serious matter and, to ensure the whistleblower is protected by law, the whistleblower should take independent legal advice before taking any such step. It is important for the whistleblower to understand the criteria for making a public interest disclosure.

**(Emergency disclosure)** In certain circumstances and provided the whistleblower has reasonable grounds to believe that the information concerns a substantial and imminent danger to health or safety of one or more persons or to the natural environment, the whistleblower may give limited disclosure of the matter to a member of Parliament or a journalist. Such a step is a serious matter and, to ensure the whistleblower is protected by law, the whistleblower should take independent legal advice before taking any such step. It is important for the whistleblower to understand the criteria for making an emergency disclosure.

If the Whistleblower would like additional information before making a disclosure, they are encouraged to seek independent legal advice.

## Protection of Whistleblowers

### How will Whistleblowers be protected?

A Whistleblower qualifies for protection under the Corporations Act if:

- they are an eligible whistleblower; and

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business of the company and a person who has the capacity to significantly affect the company's financial standing.

- they have made a disclosure of information relating to a protected disclosure; and
- they have made the disclosure directly to an eligible recipient (or to ASIC, APRA or another Commonwealth body prescribed by regulation; a legal practitioner for the purposes of obtaining legal advice or legal representation about the operation of the whistleblower provisions in the Act; or they have made an 'emergency disclosure' or 'public interest disclosure').

A Whistleblower may still qualify for protection even if their disclosure turns out to be incorrect.

### *Confidentiality*

Bid will not disclose the identity of the Whistleblower or information that is likely to lead to the identification of the Whistleblower unless it is:

- to ASIC, APRA, or a member of the Australian Federal Police;
- to a legal practitioner (for the purposes of obtaining legal advice or legal representation about the whistleblower provisions in the Corporations Act);
- to a person or body prescribed by regulations; or
- with the consent of the Whistleblower.

It is illegal for Bid to disclose the identity of the Whistleblower outside these circumstances.

Bid will seek to reduce the risk that a Whistleblower will be identified from the information contained in a disclosure through precautions such as:

- referring to the Whistleblower in gender-neutral terms and redacting information where appropriate;
- ensuring disclosures are handled and investigated by qualified staff; and
- ensuring persons involved in handling and investigating disclosures understand the importance of confidentiality and that disclosure of a Whistleblower's identity may be a criminal offence.

### *Protection of records*

Bid will seek to protect the identity of a Whistleblower through secure record-keeping and information-sharing processes. Examples of reasonable precautions Bid will take include:

- securely storing any records relating to a disclosure of wrongdoing and permitting access to authorised persons only, and limiting authorisation to those directly involved in handling and investigating the disclosure; and
- not sending communications and documents relating to the investigation of a disclosure to an email address or printer that can be accessed by other staff.

Whistleblowers are assured that an unauthorised release of information in breach of this policy will be regarded as a serious matter.



### *No criminal, civil or administrative liability*

The fact that a person has made a protected disclosure will not give rise to any civil liability (e.g. legal action for breach of contract), criminal liability (e.g. prosecution for unlawful disclosure of information) or administrative liability (e.g. disciplinary action) on the part of the Whistleblower, and the fact of making the disclosure and its content is not admissible against the Whistleblower in criminal or civil proceedings.

However, the Whistleblower can still be pursued for having made a false disclosure and in connection with the discloser's own conduct which is revealed by the matters highlighted in the disclosed information (ie. the discloser's own conduct in the misconduct, improper affairs or other circumstances which are revealed by the *protected disclosure*).

### *No breach of contract or enforcement of other rights*

Bid will not take (and the law prohibits any other person from taking) any action under a contract to which a Whistleblower is a party (including to terminate a contract on the basis that the disclosure is a breach of contract) or seek to enforce any other right against a discloser, solely on the basis of the *protected disclosure*.

### *Protection from detriment*

Bid will endeavour to protect Whistleblowers from any detriment arising directly from their disclosure. Conduct by any person giving rise to detriment or the threat of detriment to an actual or intended discloser may be a criminal or civil offence at law in certain circumstances and will be regarded as a serious matter.

Detrimental actions include, but are not limited to:

- dismissal of an employee;
- injury of an employee in his or her employment;
- alteration of an employee's position or duties to his or her disadvantage;
- discrimination between an employee and other employees of Bid;
- harassment or intimidation;
- physical or psychological harm;
- damage to a person's property;
- damage to a person's reputation;
- damage to a person's business or financial position; and
- any other damage to a person.

A Bid employee or contractor who is subjected to detrimental treatment should inform an officer or senior manager immediately. If the matter is not remedied, it should be disclosed in line with this policy.

It may then be the subject of a separate investigation by an officer not involved in dealing with the original disclosure, which may result in other interventions, such as disciplinary action against the person who subjected the Whistleblower to detriment and measures to restore the Whistleblower subjected to detriment.

A Whistleblower may seek compensation and other remedies through the courts where "detriment" has been taken against them, including orders against the person who engaged in the detriment or a person who was otherwise involved, if:

- they suffer loss, damage or injury because of a disclosure; and
- Bid failed to take reasonable precautions and exercise due diligence to prevent the detrimental conduct.

### **Investigation of the disclosure**

*What does an investigation look like?*

All disclosures covered by this policy will be taken seriously and handled sensitively and fairly.

Bid will investigate disclosures covered by this policy in an objective, fair and appropriate manner, depending on the circumstances of each disclosure and will ensure all protected disclosures are investigated as soon as reasonably practicable.

Bid reserves the right to use both internal and external resources to investigate a disclosure or part of it.

Where appropriate the whistleblower will be kept informed as to the progress of the investigation.

*Who will investigate?*

Upon receipt of a disclosure under this policy, an appropriate investigator (or investigators) will be appointed by the Chairman of the Audit and Risk Committee as a Whistleblower Investigating Officer(s) to investigate any reports made under this Whistleblower Policy. A Whistleblower Investigating Officer will be independent of the Whistleblower and individuals who are the subject of the disclosure and the department or business unit involved. Possible investigators include:

- the Whistleblower Protection Officer;
- an officer or senior manager of Bid or of a related body corporate of the Company;
- the Chairman of the Audit and Risk Committee;
- any member of the Board;
- the Company Secretary; and/or
- an independent advisor.

Where a disclosure under this policy relates to the Managing Director, Chief Executive Officer, Whistleblower Protection Officer or a director of the Company, the matter will be referred directly to the Chair of the Audit and Risk Committee or another appropriate person as the circumstances may require.

### *Assessment*

As a first step in the investigation process, the Whistleblower Protection Officer will assess a disclosure to determine whether or not it falls within the scope of this policy. If it does, the following steps will normally apply to the investigation. If it does not, the matter will not be investigated and the discloser will be advised of that fact. In that latter case, the discloser may be directed to another appropriate person or section within the organisation such as their direct report, senior management or human resources personnel.

For disclosures assessed to be within the scope of this policy, the Whistleblower Protection Officer will advise the Whistleblower of the support available to the Whistleblower and emphasise to the Whistleblower the importance of confidentiality.

The Whistleblower Protection Officer will ask the Whistleblower if the Whistleblower consents to the disclosure of their identity for the purposes of the investigation. The Whistleblower Protection Officer will explain to the Whistleblower the steps Bid has in place to take all reasonable steps to reduce the risk that the Whistleblower will be identified as the result of the disclosure. If the Whistleblower consents, the Whistleblower Protection Officer will keep a written record of that consent. If the Whistleblower does not consent, the Whistleblower Protection Officer will also record that fact and advise the Whistleblower that Bid will not disclose the identity of the Whistleblower, but may refer on information that is reasonably necessary for the purposes of investigating the matter to which the disclosure relates. In doing so, the Whistleblower Protection Officer will also advise the Whistleblower that it will take all reasonable steps to reduce the risk the Whistleblower will be identified as a result of the disclosure.

Where a disclosure under this policy concerns the Whistleblower Protection Officer, another appropriate person will be appointed by the Chairman of the Audit and Risk Committee (or another appropriate person as required) to act as the Whistleblower Protection Officer for the purposes of carrying out the duties and responsibilities of the Whistleblower Protection Officer under this policy.

### *Investigation Steps*

As a general guide and subject to the particular circumstances applying to the disclosure, the steps in the investigation process are normally expected to include the following:

- interview the Whistleblower to obtain relevant information;
- interview any alleged wrongdoer to obtain a response to the disclosure in so far as it relates to the alleged wrongdoer;
- interview any relevant witnesses regarding relevant matters arising from the disclosure;
- review any documents or other material relevant to the disclosure;
- if necessary, conduct further interview/s with the Whistleblower to obtain further information or a response to material arising from the investigation; and
- if necessary, conduct further interview/s with any alleged wrongdoer regarding further material arising from the investigation.

Interviews need not be conducted face to face. All relevant material including interviews and documents obtained during the investigation is then considered and a report prepared by the Whistleblower Investigating Officer.





The report will make findings of fact and determine whether a disclosure has been substantiated or not substantiated, in whole or part. The report may also include recommendations arising from any factual findings.

If the disclosure is substantiated, the response may include disciplinary action, up to and including the termination of an individual's employment or engagement with Bid and/or referral to an external body, including ASIC or a law enforcement authority as appropriate.

Where appropriate, the findings will be communicated to the discloser. Subject to compliance with confidentiality requirements, the findings will also be communicated to the Board.

#### *Internal reporting*

At the end of an investigation, the Whistleblower Investigating Officer will report their findings to the Chairman of the Audit and Risk Committee (or another appropriate person, as the circumstances require) who will determine the appropriate response.

Subject to compliance with confidentiality requirements, the findings may also be communicated to:

- (i) the Whistleblower Protection Officer;
- (ii) an officer or senior manager of Bid or of a related body corporate of the Company;
- (iii) any member of the Board;
- (iv) the Company Secretary;
- (v) the Company's legal advisors; and/or
- (vi) an independent advisor.

Where appropriate, the findings may also be communicated to the discloser.

#### *Timing*

Bid aims, where practicable, to finalise investigations of disclosures within 90 days of the date the disclosure is first made. Where finalisation is not practicable, however, Bid will take all reasonable steps to ensure that significant progress is made in relation to a disclosure within 90 days of the date the disclosure is first made.

Bid will take reasonable steps to keep the Whistleblower informed of the progress of an investigation of their disclosure.

#### **Fair treatment**

Bid will ensure fair treatment of employees mentioned or implicated in a protected disclosure within the meaning of this policy or to whom such disclosure relates (**Relevant Employee**) by applying the following principles.

#### *Confidentiality*

To the extent practicable, the identity of a Relevant Employee will be kept confidential during the investigation of a protected disclosure relating to that person.



### *Impartiality*

An investigator appointed to investigate a protected disclosure will act impartially and without bias in conducting the investigation. An investigator must declare any material personal interest the investigator has in any matter relevant to the investigation for which the investigator has responsibility immediately to Bid. The investigator must then take no further part in the investigation unless directed otherwise (other than to provide relevant material or information by way of a handover to a new investigator or to take any necessary incidental action for that purpose).

### *Fair process*

An investigation into a protected disclosure will follow a fair process including:

- informing a Relevant Employee of the substance of a protected disclosure, as far as it applies to the Relevant Employee;
- giving a Relevant Employee a reasonable opportunity to respond to any matter referred to above, before the investigation is finalised;
- informing a Relevant Employee of any adverse finding directly affecting the Relevant Employee arising out of the investigation; and
- giving a Relevant Employee a reasonable opportunity to respond to any such adverse finding before the report is finalised.

Any potential disciplinary action against a Relevant Employee arising out of or as a result of an adverse finding in an investigation report under this policy will be dealt with consistently with Bid's usual practice, policy or procedure relating to a disciplinary action.

### *Support*

Relevant Employees will have reasonable access to support made available by Bid such as contact with a nominated person and, if requested by the Whistleblower, access to an external counselling service at Bid's cost. Bid will consider any request for other support for a Relevant Employee on a case by case basis.

Bid will work with Whistleblowers to identify strategies to help them minimise and manage stress or other challenges resulting from the disclosure or its investigation, and ways to protect them from detriment. For example, where necessary and appropriate, Bid will support Whistleblowers by making modifications to the way they perform their work duties, for example, allowing them to perform their duties from another location.

### **Amendments to this policy**

This policy may be amended, terminated or replaced at Bid's discretion. The most recent version of this policy will be available at <https://billidentity.com/investors/>

Policy owner: Company Secretary

Version: 1.0

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