

Whistleblower Policy

PURPOSE Loyalty Pacific Pty Ltd ('flybuys') is committed to the highest standards of conduct and ethical behaviour in all of our business activities and to promoting and supporting a culture of honest and ethical behaviour, corporate compliance and good corporate governance.

flybuys encourages the reporting of any instances of suspected unethical, illegal, fraudulent or undesirable conduct involving flybuys and provides protections and measures so that those persons who make a report may do so confidentially and without fear of intimidation, disadvantage or reprisal.

The objectives of this Policy are to:

- (a) provide Whistleblowers with a clear framework within which to make an allegation as a Protected Disclosure;
- (b) ensure any reports of Reportable Conduct are dealt with appropriately;
- (c) provide Whistleblowers with a clear understanding of how allegations will be handled;
- (d) protect Whistleblowers from victimisation, detriment and retaliation;
- (e) support Whistleblowers throughout the reporting process; and
- (f) afford natural justice and procedural fairness to anyone who is the subject of an allegation of Reportable Conduct.

This policy will be made available via the flybuys website and internal information sharing channels.

APPLICATION The Policy applies to:

- (a) a current or former:
 - (1) employee of flybuys;
 - (2) officer of flybuys;
 - (3) contractor, or an employee of a contractor who has supplied goods or services to flybuys; or
 - (4) associated individual of flybuys.
- (b) a spouse, relative or dependant of one of the people referred to at(a);

who makes or attempts to make a Protected Disclosure (whether anonymously or not) (each a **Whistleblower**).

POLICY

1 What is Reportable Conduct?

flybuys promotes a culture that encourages the reporting of Reportable Conduct and where a Whistleblower makes a Protected Disclosure, that person will be protected under the *Corporations Act 2001* (Cth) (**Corporations Act**) including from disciplinary action, victimisation, detriment, retaliation or claims by flybuys as a result of having made the report.

A “**Protected Disclosure**” is a report of **Reportable Conduct** made in accordance with the Policy.

Reportable Conduct is any of the following conduct (or the deliberate concealment of such conduct) that a Whistleblower has reasonable grounds to suspect raises any concern (whether actual or suspected) in relation to flybuys or a related body corporate (including its officers and employees):

- (a) conduct which constitutes an improper state of affairs or circumstances in relation to flybuys or a related body corporate;
- (b) fraud, negligence, default, breach of trust and breach of duties under the Corporations Act;
- (c) conduct which constitutes an offence against, or a contravention of:
 - i. the Corporations Act or an instrument made under it, or other financial sector laws enforced by the Australian Securities Investments Commission (**ASIC**) or the Australian Prudential Regulation Authority (**APRA**); or
 - ii. any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more; or
- (d) conduct which represents a significant risk to public safety or the stability of, or confidence in the financial system (even if it is not a breach of a particular law).

Examples of Reportable Conduct:

Disclosable matters may include conduct that may not involve a contravention of a particular law, but may indicate a systemic issue that the regulator should know about to properly perform its functions. Examples of Reportable Conduct include:

- (a) dishonest, fraudulent or corrupt behaviour, including bribery;
- (b) criminal conduct (such as theft, violence, harassment or intimidation, criminal damage to property or other breaches of state or federal law);
- (c) failure to comply with any legal or regulatory obligation;
- (d) unethical or in breach of flybuys’ policies (such as dishonestly altering company records or data, adopting questionable accounting practices or wilfully breaching flybuys’ Code of Conduct or other policies or procedures);
- (e) conduct potentially damaging to flybuys, a flybuys employee or a third party, such as unsafe work practices, risks to or abuse of flybuys’ property or resources;
- (f) conduct amounting to an abuse of authority;
- (g) conduct that may cause financial loss to flybuys or damage its reputation or be otherwise detrimental to flybuys’ interests;
- (h) harassment, discrimination, victimisation or bullying.

2 What is not Reportable Conduct?

Matters that are not Reportable Conduct are not protected by the Corporations Act or the *Taxation Administration Act 1953* (Cth) but may be protected under other legislation.

Reportable Conduct excludes “**personal work-related grievances**”, which is a grievance about any matter in relation to the person’s employment (or former employment) having (or tending to have) implications for that person personally, and the information about the grievance:

- (a) does not have significant implications for flybuys or another related body corporate that do not relate to the Whistleblower; and
- (b) does not concern conduct that involves an offence or contravention of law.

Examples of personal work-related grievances:

- (a) an interpersonal conflict between the Whistleblower and another employee;
- (b) a decision relating to the engagement, transfer or promotion of the Whistleblower;
- (c) a decision relating to the terms and conditions of engagement of the Whistleblower; and
- (d) a decision to suspend or terminate the engagement of the Whistleblower, or otherwise to discipline the Whistleblower.

However, there may be some cases when a personal work-related grievance still qualifies for protection under this Policy if it:

- (a) includes information about Reportable Conduct, or forms part of a disclosure which also includes Reportable Conduct;
- (b) the Whistleblower suffers from or is threatened with detriment for making a disclosure of Reportable Conduct;
- (c) the Whistleblower seeks legal advice or legal representation about the operation of the whistleblower protections under the Corporations Act.

3 Who can I make a report to?

Provided that you have reported a concern covered by this Policy to an Eligible Recipient (being a person noted in this section), you qualify for protection as a Whistleblower under the Corporations Act, even if you report your concerns anonymously, your disclosure turns out to be incorrect or where your legal adviser had advised you that your concern is not covered by the Corporations Act.

To ensure appropriate escalation and timely investigation, we request that reports are made to any one of our Protected Disclosure Officers, listed below:

Chief Executive Officer
Anna Lee

Email: anna.lee@flybuys.com.au

Chief Legal Officer &
Company Secretary
Veronique Diallo

Email: veronique.diallo@flybuys.com.au

Chief People
Experience Officer
Keren Osborn

Email: keren.osborn@flybuys.com.au

Reports may also be posted to c/- Level 14, Brookfield Place Tower 2, 123 St Georges Terrace, Perth, WA, 6000 (marked Private & Confidential to the attention of one of the Protected Disclosure Officers).

Additionally, if the Whistleblower is not comfortable or able to report their concerns under this Policy internally, a report may be made via the Loyalty Pacific Whistleblower Service, a free external hotline and reporting service independently monitored by Deloitte. Loyalty Pacific Whistleblower Service is nominated as a Protected Disclosure Officer for the purposes of this section.

The reporting options are:

- **Australian Freecall:** 1800 980 709
- **Direct Dial** (will incur a charge): +61 2 9667 3575
- **Email:** loyaltypacificwhistleblowerhotline@deloitte.com.au
- **Website:** www.loyaltypacificwhistleblowerhotline.deloitte.com.au
- **Fax:** +61 3 9691 8182
- **Post:** Loyalty Pacific Whistleblower Service, Replied Paid 12628 A'Beckett Street, Victoria 8006

The Loyalty Pacific Whistleblower Service will provide the details of your disclosure to an internal Protected Disclosure Officer.

However if you provide your contact details to the Loyalty Pacific Whistleblower Service, those contact details or information that may reveal your identity will only be provided to an internal Protected Disclosure Officer if you consent.

While it is flybuys' preference that you raise reports with the Protected Disclosure Officers referred to above, it is important to note that under the Corporations Act, you may also raise the matter with:

- (a) ASIC or APRA or another body prescribed by regulation;
- (b) an "officer" or "senior manager" of flybuys or a related body corporate;
- (c) an auditor, or member of an audit team conducting an audit of flybuys or a related body corporate;
- (d) an actuary of flybuys or a related body corporate; or
- (e) a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to matters pertaining to this Policy.

Officer or senior manager are terms defined in the Corporations Act 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."

In limited circumstances, a Whistleblower may be protected at law if they make a public interest disclosure or an emergency disclosure to a journalist or parliamentarian which qualifies for protection under the Corporations Act.

See **Annexure A** for more information.

When making a disclosure under this Policy, you should provide as much information as possible, including the details of the Reportable Conduct, people involved, dates, locations and any other evidence or material which may be relevant.

If you are unsure about whether to make a disclosure of Reportable Conduct, you may disclose in confidence to the Chief Legal Officer & Company Secretary. In the event you do not formally make a disclosure under the Policy, flybuys may nevertheless be compelled to act on the information you have provided if that information reasonably suggests that Reportable Conduct has occurred or may occur.

4 Anonymous reports

flybuys encourages a person to provide their name when making a disclosure under this Policy, as it will assist flybuys to investigate and address their report.

However, if you do not want to reveal your identity, you may make an anonymous disclosure under this Policy, and may choose to remain anonymous over the course of any investigation and after the investigation is finalised.

There are various mechanisms available for protecting a Whistleblower's anonymity when making a disclosure under this Policy, including:

- communicating through the Loyalty Pacific Whistleblower Hotline;
- using an anonymised email address;
- not making the disclosure using flybuys systems; and
- adopting a pseudonym for the purpose of your disclosure.

If a Whistleblower chooses to make an anonymous disclosure under this Policy, any investigation will be conducted as best as possible in the circumstances. A Whistleblower may refuse to answer questions that they feel could reveal their identity at any time during the investigation or at any other time.

Disclosures which are made anonymously will still be protected under this Policy. However, flybuys may be unable to provide a Whistleblower with the same level of practical support and protection if they do not provide their name.

If a Whistleblower wishes to remain anonymous, they should, where possible, maintain ongoing communication with flybuys so that flybuys can seek further information or clarification to assist in investigating and addressing their disclosure, and provide them with feedback and updates regarding the progress of any investigation and outcomes.

5 Consequences of making a false report

Anyone who knowingly makes a false report of Reportable Conduct, or who otherwise fails to act honestly with reasonable suspect in respect of the report, may be subject to disciplinary action, including dismissal (in the case of employees) or professional conduct sanction (in the case of members).

The disciplinary action or sanction will depend on the severity, nature and circumstance of the false report.

6 flybuys' investigation of Reportable Conduct

All reports received by a Protected Disclosure Officer will be acknowledged within 3 business days.

Subject to the confidentiality requirements outlined in this Policy, all disclosures of Reportable Conduct made pursuant to this Policy will be referred to a Whistleblower Investigations Officer (**WIO**) to assist in the investigation of a report.

The WIO is Fiona McClelland, Senior Legal Counsel, reporting to the Chief Legal Officer & Company Secretary.

The WIO will assess the information provided and determine:

- (a) whether the disclosure related to Reportable Conduct and qualifies for protection under this Policy;
- (b) whether sufficient information exists to allow the report to be investigated, whether an investigation is required, and if so, determine the appropriate investigation process, including:
 - the nature and scope of the investigation;
 - who will conduct the investigation and whether that person should be external to flybuys;
 - the nature of any technical, financial or legal advice that may be required; and
 - a timeframe for the investigation (having regard to the nature and scope of the Reportable Conduct, the complexity of the issues and any other relevant factors).

flybuys may not be able to undertake an investigation in some circumstances, including if it is not able to contact the Whistleblower to obtain consent or information to enable an investigation to proceed.

The WIO will be in touch with the Whistleblower within 2 weeks of receiving a report from the Whistleblower and will advise of the next steps and timeframes where appropriate.

Where appropriate, flybuys will provide initial feedback to the Whistleblower and keep them informed on a continuing basis regarding the investigation's progress and/or outcome (subject to considerations of the privacy of those against whom allegations are made). However, if the allegation is referred to the Police or other agency, this may not be possible.

The investigation will be conducted in an objective and fair manner, and otherwise as is reasonable and appropriate having regard to the nature of the Reportable Conduct and the circumstances.

The WIO will ensure that any employee mentioned in a Protected Disclosure is not unfairly treated during the course of the investigation of the matter. Employees will have the opportunity to be informed of and respond to any report of Reportable Conduct made against them.

7 Protections Available

Where a Whistleblower has made a report under this Policy they will be eligible for the following protections:

- (a) Identity protection;
- (b) Protection from detrimental acts or omissions;
- (c) Compensation and other remedies; and
- (d) Civil, criminal and administrative liability protection.

These protections apply not only to internal disclosures, but to eligible disclosures made to legal practitioners, regulatory and other external bodies, and to “public interest” and “emergency” disclosures that are made in accordance with the Corporations Act.

7.1 Identity Protection

flybuys cannot disclose the Whistleblower’s identity, or information that is likely to lead to their identification except:

- (a) to ASIC, APRA, or a member of the Australian Federal Police;
- (b) to a legal practitioner for the purpose of obtaining legal advice or legal representation about the whistleblowing provisions of the Corporations Act;
- (c) to a person or body prescribed by the Corporations Act regulations; or
- (d) with the person’s consent.

The information contained in a disclosure a person has made under this Policy may be disclosed without their consent if the disclosure of this information is reasonably necessary to investigate the issues raised in the report, provided that:

- (a) the information does not include the person’s identity; and
- (b) all reasonable steps have been taken by flybuys to reduce the risk that their identity will be revealed from the information provided.

It is unlawful for a person to identify a Whistleblower, or disclose information that is likely to lead to the identification of the discloser, outside of the circumstances listed above.

flybuys will take all reasonable steps to reduce the risk that a person will be identified as a result of making a disclosure under this Policy and to ensure their identity remains confidential throughout the investigation process. Measures that flybuys may take to protect a Whistleblower’s confidentiality include:

- (a) ensuring that disclosures will be handled and investigated by qualified staff;
- (b) redacting all personal information or reference to a Whistleblower witnessing an event;
- (c) using gender neutral terms when referring to a Whistleblower;
- (d) where possible, liaising with a Whistleblower to identify any aspects of their disclosure that could inadvertently identify them;
- (e) limiting access to information to those persons investigating the disclosure;
- (f) restricting the number of people who may be made aware of a Whistleblower's identity;
- (g) reminding those persons handling investigations of their confidentiality obligations.

The unauthorised disclosure of a Whistleblower's identity, or information which may identify the Whistleblower, may be regarded as a disciplinary matter to be dealt with in accordance with flybuys' disciplinary procedures. In some circumstances, the disclosure of the identity of a Whistleblower or information that is likely to lead to the disclosure of the Whistleblower's identity may be a criminal and civil offence under the Corporations Act.

Any concerns regarding breach of confidentiality should be raised with the WIO or the Chief Legal Officer & Company Secretary. You may also lodge a complaint with a regulator, such as ASIC, APRA or the ATO, for investigation.

In circumstances where, for any reason, the identity of the Whistleblower is known outside of the investigation process, flybuys will take reasonable steps to protect the Whistleblower from retaliatory or discriminatory, action, detrimental conduct where it has sufficient authority to do so. flybuys has no power to offer any person immunity against prosecution in the criminal jurisdiction or from any civil action which may be brought against the Whistleblower.

7.2 Protection against detrimental treatment

Whistleblowers are protected from any conduct (including threats, whether express or implied) that causes them detriment in relation to the disclosure including where the person that is causing the detriment believes or suspects that the Whistleblower may have made or proposes to make a disclosure that qualifies for protection.

Detrimental conduct includes dismissal, injury in employment, alteration of an employee's position or duties to their disadvantage; demotion, harassment, intimidation, harm or injury including psychological harm; discrimination, disciplinary action or damage to reputation, including damage to business or financial position; bias, threats or other unfavourable treatment connected with making a report.

Detrimental conduct does not include administrative action that is reasonable to protect a Whistleblower from detriment or management of unsatisfactory work performance where the action is in line with flybuys' performance management framework.

flybuys is committed to making sure that a person is treated fairly and does not suffer detriment for making a disclosure under this Policy.

flybuys may take the following measures to ensure that a person who has made a disclosure under this Policy is protected from detriment:

- (a) allow the Whistleblower to perform duties at another location;
- (b) reassign or relocate the Whistleblower to another role at the same or substantially the same level;
- (c) make modifications to the Whistleblower's workplace or way they perform their duties;
- (d) develop processes for ensuring that management are aware of their responsibilities to maintain the confidentiality of disclosure, address the risks of isolation or harassment, manage conflicts, and ensure fairness when managing the performance of, or taking other management action relating to, a Whistleblower;
- (e) develop procedures for how a Whistleblower can make a complaint if they believe they have suffered detriment and the actions flybuys will take in response to such complaints;
- (f) intervene where detrimental conduct has already occurred, including investigating and taking disciplinary action, allowing the Whistleblower to take extended leave, develop a career development plan for the Whistleblower that includes new training and career opportunities, or other compensation or remedies.

The Corporations Act imposes civil and criminal sanctions on persons who causes detriment to the Whistleblower.

7.3 Compensation and other remedies

Whistleblowers are entitled to seek compensation and other remedies through the courts if they suffer loss, damage, or injury because of a disclosure and the entity failed to prevent a person from causing the detriment. Whistleblowers should seek their own independent legal advice on the remedies available to them.

7.4 Other Protections

Whistleblowers are protected from the following liabilities in relation to a disclosure under this Policy:

- (a) civil liability (e.g. any legal action against a person for breach of an employment contract, duty of confidentiality or other contractual obligation);
- (b) criminal liability (e.g. attempted prosecution for unlawfully releasing information, or other use of the disclosure against a person in a prosecution (other than for making a false disclosure)); or
- (c) administrative liability (e.g. disciplinary action for making the disclosure); and
- (d) no contractual or other remedy may be enforced or exercised against a person based on the disclosure.

8 Group reporting procedures

The flybuys Board will receive copies of all Whistleblower reports (as appropriate). In addition, serious and/or material Reportable Conduct will be considered by the internal Protected Disclosure Officers for immediate referral to the Chairman of the flybuys Board. These reports will be made on a 'no names' basis, maintaining the confidentiality of matters raised under this policy.

POLICY AMENDMENT

This policy cannot be amended without approval of the flybuys Board. It will be reviewed from time to time to ensure that it remains effective and meets best practice standard and the needs of flybuys.

LAST AMENDED

September 2023 - update to named personnel only.

Annexure A

WHISTLEBLOWER PROTECTIONS UNDER AUSTRALIAN LAW

A whistleblower who discloses specified information to certain people or organisations is protected by Australian law.

Examples of this information and recipients are outlined in the following table:

Information reported or disclosed	Recipient of disclosed information
<p>Information about actual or suspected misconduct, or an improper state of affairs or circumstances in relation to flybuys or a related body corporate.</p> <p>This includes information that flybuys or any officer or employee of flybuys has engaged in conduct that:</p> <ul style="list-style-type: none">○ contravenes or constitutes an offence against certain legislation (e.g. the Corporations Act);○ represents a danger to the public or financial system;○ constitutes an offence against any law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more. <p>Note that personal work-related grievances are not protected disclosures under the law, except as noted in this Policy.</p>	<ul style="list-style-type: none">• A person authorised by flybuys to receive protected disclosures –e.g Protected Disclosure Officers as outlined at section 3;• an officer or senior manager of flybuys or a related body corporate;• an auditor or member of an audit team conducting an audit of flybuys or a related body corporate;• ASIC or APRA or a prescribed body;• a legal practitioner for the purpose of obtaining legal advice or legal representation.
<p>Information that may assist the Commissioner of Taxation to perform his or her functions under a taxation law in relation to flybuys or a related body corporate.</p>	<ul style="list-style-type: none">• Commissioner of Taxation
<p>Information about misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of flybuys or a related body corporate.</p>	<ul style="list-style-type: none">• An auditor, or a member of an audit team conducting an audit, of flybuys, or a related body corporate;• a registered tax agent or BAS agent who provides tax services or BAS services to flybuys, or a related body corporate;• a director, secretary or senior manager of flybuys, or a related body corporate;• an employee or officer of flybuys who has functions or duties that relate to the tax affairs of flybuys or a related body corporate.

It is important to note that a disclosure must be made directly to one of the above specified recipients in order to qualify for protection as a whistleblower under Australian law.

The law also protects certain disclosures made in “emergency” and “public interest” circumstances, which allows for the disclosure to be made to a journalist or parliamentarian. It is important to understand the criteria for making a disclosure in these circumstances, which includes, among other things:

- that a person has first made the disclosure to flybuys, ASIC, APRA or other prescribed body; and
- they have provided written notice to that entity that you they intend to make a public interest or emergency disclosure in relation to this issue. In the case of public interest disclosures, at least 90 days must have passed since the original disclosure.

You should seek independent legal advice before making a “public interest” or “emergency” disclosure.

We request that you also please contact flybuys’ People & Sustainability team if you need to report an emergency. “Emergency” covers any situation where immediate assistance is needed, such as an actual or potential workplace violence situation or a matter where you have been physically harmed or feel that harm is imminent.

Please see below for further information on making a report under these provisions:

Public Interest Disclosure

To qualify for public interest disclosure protection under the Corporations Act a Whistleblower:

- (a) must have made an eligible report to ASIC or APRA;
- (b) must confirm that at least 90 days have passed since the report was made;
- (c) does not have reasonable grounds to believe that action has been or is being taken to address the matters raised in the report;
- (d) reasonably believes further disclosure is in the public interest;
- (e) has provided ASIC or APRA (whichever received the initial report) with written notification that identifies the previous report and that they intend to make a public interest disclosure;
- (f) disclose information that is not greater than necessary to inform the recipient of the misconduct, or improper state of affairs; and
- (g) make the disclosure to:
 - (1) a member of Parliament of the Commonwealth, the Parliament of a State, or the legislature of Territory; or
 - (2) a journalist.

Emergency Disclosure

To qualify for emergency disclosure protection under the Corporations Act, a Whistleblower:

- (a) must have made an eligible report to ASIC or APRA;
- (b) reasonably believes that the information concerns a substantial and imminent danger to the health or safety of one or more persons or to the natural environment;
- (c) has provided ASIC or APRA (whichever received the initial report) with written notification that identifies the previous report and that they intend to make an emergency disclosure;
- (d) disclose information that is not greater than necessary to inform the recipient of the substantial and imminent danger; and
- (e) make the disclosure to:

- (1) a member of Parliament of the Commonwealth, the Parliament of a State, or the legislature of Territory; or
- (2) a journalist.