

Whistleblower Policy

PropTech Group Limited

ACN 141 276 959

Adopted by the Board on 27 October 2020

1 Introduction and Purpose

PropTech Group Limited (PropTech Group) has obligations under the Corporations Act 2001 (Cth) ('the Act') to have an appropriate whistleblower policy.

The purpose of this policy includes:

- (a) encouraging more disclosures of wrongdoing;
- (b) helping deter wrongdoing;
- (c) ensuring individuals who disclose wrongdoing can do so safely, securely and with confidence that they will be protected and supported;
- (d) ensuring disclosures are dealt with appropriately and on a timely basis; and
- (e) providing transparency around PropTech Group 's framework for receiving, handling and investigating disclosures.

2 Policy Content

Who the policy applies to

- (a) Disclosers who can make a disclosure that qualifies for protection under the Act are called 'eligible whistleblowers'.
- (b) Eligible whistleblowers in a body corporate.
- (c) An eligible whistleblower is an individual who is, or has been, any of the following in relation to PropTech Group:
 - (i) an officer or employee;
 - (ii) a supplier of services of goods, including their employees;
 - (iii) an associate; or
 - (iv) a relative, dependant or spouse of any of the above.

3 Matters the policy applies to

Disclosures about 'disclosable matters' will qualify for protection under the Act.

(a) Disclosable matters

Disclosable matters involve information that the discloser has 'reasonable **grounds** to suspect' concerns 'misconduct', or an 'improper state of affairs or circumstances', in relation to PropTech Group or its related entities.

(b) Misconduct

Misconduct includes fraud, negligence, default, breach of trust and breach of duty.

(c) Improper state of affairs or circumstances

Misconduct or an improper state of affairs or circumstances may not involve unlawful conduct in relation to PropTech Group or its related entities but may indicate a systemic issue that the relevant regulator should know about to perform its functions. It may also relate to business behaviour and practices that may cause consumer harm.

(d) Reasonable grounds to suspect

Reasonable grounds to suspect is based on the objective reasonableness of the discloser. A mere allegation with no supporting information is not likely to be considered as having reasonable grounds to suspect. Objective reasonableness does not require a discloser to prove their allegations.

(e) Other Disclosable Matters

Disclosable matters also involve information about PropTech Group, if the discloser has reasonable grounds to suspect that the information indicates PropTech Group has engaged in conduct that:

- (i) constitutes an offence against, or a contravention of, a provision of any of the following:
 - (A) the Act;
 - (B) the Australian Securities and Investments Commission Act 2001 (Cth);
 - (C) the Banking Act 1959 (Cth);
 - (D) the Financial Sector (Collection of Data) Act 2001 (Cth);
 - (E) the Insurance Act 1973 (Cth);
 - (F) the Life Insurance Act 1995 (Cth);
 - (G) the National Consumer Credit Protection Act 2009 (Cth);
 - (H) the Superannuation Industry (Supervision) Act 1993 (Cth);
 - (I) an instrument made under an act referred to above;
- (ii) constitutes an offence against any other 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.

(f) Examples of disclosable matters as they relate to business operations and practices

This policy covers the following types of wrongdoing:

- (i) illegal conduct, such as theft, dealing in, or use of illicit drugs, violence or threatened violence and criminal damage against property;

- (ii) fraud, money laundering or misappropriation of funds;
- (iii) offering or accepting a bribe;
- (iv) financial irregularities;
- (v) failure to comply with, or breach of, legal or regulatory requirements; and
- (vi) engaging in or threatening to engage in detrimental conduct against a person who has made a disclosure or is believed or suspected to have made, or be planning to make, a disclosure.

(g) Disclosable matters may include conduct that does not contravene a particular law

Information that indicates a significant risk to public safety or the stability of, or confidence in, the financial system is also a disclosable matter, even if it does not involve a breach of a particular law.

(h) False reporting

PropTech Group encourages the reporting of any disclosable matters where there are reasonable grounds to suspect wrongdoing or misconduct. However, individuals who deliberately submit false reports are not afforded protection under the Act. Deliberate false reports involve a discloser reporting information they know to be untrue. It does not include situations where a discloser reasonably suspects misconduct, but the suspicions are later determined to be unfounded.

1.2 Matters the policy does not apply to

(a) Personal work-related grievances

Personal work-related grievances do not qualify for protection under the Act. These are grievances that relate to the discloser's current or former employment and have, or tend to have, implications for the discloser personally, but do not:

- (i) have any other significant implications for PropTech Group ; or
- (ii) relate to any conduct, or alleged conduct, about a disclosable matter.

(b) Examples

Examples of personal work-related grievances include:

- (i) an interpersonal conflict between the discloser and another employee;
- (ii) a decision that does not involve a breach of workplace laws;
- (iii) a decision about the engagement, transfer or promotion of the discloser;
- (iv) a decision about the terms and conditions of engagement of the discloser; or
- (v) a decision to suspend or terminate the engagement of the discloser, or otherwise to discipline the discloser.

(c) Exemptions

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

- (i) it includes information about misconduct, or information about misconduct includes or is accompanied by a personal work-related grievance (mixed report);
- (ii) PropTech Group 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;
- (iii) the discloser suffers from or is threatened with detriment for making a disclosure; or
- (iv) the discloser seeks legal advice or legal representation about the operation of the whistleblower protections under the Act.

1.2 Who can receive a disclosure

(a) Eligible recipients within PropTech Group

A discloser must make a disclosure directly to one of PropTech Group's 'eligible recipients' to qualify for protection as a whistleblower under the Act.

- (i) Eligible recipients are:
 - (A) the Company Secretary; and
 - (B) the person whose details are set out in **clause 0**.

(b) Legal Practitioners

Disclosures made to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the Act are protected (even in the event the legal practitioner concludes that a disclosure does not relate to a disclosable matter).

(c) Regulatory bodies and other external recipients

Disclosures of information relating to disclosable matters can be made to ASIC, APRA or another Commonwealth body prescribed by regulation and qualify for protection under the Act.

(d) Public interest disclosures and emergency disclosures

In certain circumstances, disclosures can be made to a journalist or parliamentarian and qualify for protection under the whistleblower provisions of the Act.

(e) Public interest disclosure

- (i) A public interest disclosure is the disclosure of information to a journalist or a parliamentarian, where:
- (ii) at least 90 days have passed since the discloser made the disclosure to ASIC, APRA or another Commonwealth body prescribed by regulation;

- (iii) the discloser does not have reasonable grounds to believe that action is being, or has been taken, in relation to their disclosure;
- (iv) the discloser has reasonable grounds to believe that making a further disclosure of the information is in the public interest; and
- (v) before making the public interest disclosure, the discloser has given written notice to the body that:
 - (A) includes sufficient information to identify the previous disclosure; and
 - (B) states that the discloser intends to make a public interest disclosure.

(f) Emergency disclosure

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

- (i) the discloser has previously made a disclosure of the information to ASIC, APRA or another Commonwealth body prescribed by regulation;
- (ii) 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;
- (iii) before making the emergency disclosure, the discloser has given written notice to the body to which the previous disclosure was made that:
 - (A) includes sufficient information to identify the previous disclosure; and
 - (B) states that the discloser intends to make an emergency disclosure; and
- (iv) 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.

(g) Seek advice before making a public interest disclosure or emergency disclosure

It is important to understand the criteria for making a public interest or emergency disclosure. PropTech Group recommends that you seek independent legal advice before doing so.

1.2 How to make disclosure

(a) Internal Disclosure

Disclosures should be made to the Company Secretary, whose contact details are as follows:

Name	Lee Mitchell
Address	Level 7/420 Collins Street, Melbourne, VIC, 3000
Email	leem@nrlawyers.com.au
Phone	61 (0) 3 9640 0444

If a disclosure relates specifically to the Company Secretary, the disclosure should be made to the following:

(b) Anonymous disclosures

Disclosures can be made anonymously and still be protected under the Act.

A discloser can choose to remain anonymous by using a pseudonym while making a disclosure, over the course of the investigation and after the investigation is finalised. A discloser can refuse to answer questions that they feel could reveal their identity during follow-up conversations. However, a discloser who wishes to remain anonymous should maintain ongoing two-way communication with PropTech Group, so PropTech Group can ask follow-up questions or provide feedback.

Name	Simon Baker
Email	sbaker@cavig.com
Phone	+61 402 045 166

1.3 Legal protections for disclosures

The following protections apply not only to internal recipients, but also to disclosures to legal practitioners, regulatory and other external bodies, and public interest and emergency disclosures that are made in accordance with the Act.

(a) Identity protection (confidentiality)

A person cannot disclose the identity of a discloser or information that is likely to lead to the identification of the discloser. The exception to this is if a person discloses the identity of the discloser:

- (i) to ASIC, APRA or a member of the Australian Federal Police;
- (A) to a legal practitioner (for the purposes of obtaining legal advice or legal representation about the whistleblower provisions in the Act);

- (B) to a person or body prescribed by regulations; or
 - (C) with the consent of the discloser.
- (ii) A person can disclose the information contained in a disclosure with or without the discloser's consent if:
- (A) the information does not include the discloser's identity;
 - (B) all reasonable steps are taken to reduce the risk that the discloser will be identified from the information; and
 - (C) it is reasonably necessary for investigating the issues raised in the disclosure.

It is illegal to identify a discloser, or disclose information that is likely to lead to the identification of the discloser, outside the above exceptions.

(b) Protection from detrimental acts or omissions

- (i) A person cannot engage in conduct that causes detriment to a discloser, in relation to a disclosure, if:
- (A) the person believes or suspects that the discloser made, may have made, proposes to make or could make a disclosure that qualifies for protection; and
 - (B) the belief or suspicion is the reason, or part of the reason, for the conduct.
- (ii) In addition, a person cannot make a threat to cause detriment to a discloser in relation to a disclosure. A threat may be express or implied, conditional or unconditional. A discloser need not fear whether or not the threat will be carried out, in order for the conduct to be considered a threat.
- (iii) Detrimental conduct and threats include:
- (A) dismissal of an employee;
 - (B) injury of an employee in his or her employment;
 - (C) alteration of an employee's position or duties to his or her disadvantage;
 - (D) discrimination between an employee and other employees of the same employer;
 - (E) harassment or intimidation of a person;
 - (F) harm or injury to a person, including psychological harm;
 - (G) damage to a person's property;
 - (H) damage to a person's reputation;
 - (I) damage to a person's business or financial position; or

(J) any other damage to a person.

(c) Actions that are not detrimental conduct

Detrimental conduct does not include administrative action that is reasonable to protect a discloser from detriment (e.g. when the disclosure relates to wrongdoing in the discloser's immediate work area). Protecting a discloser from detriment also does not prevent the management of unsatisfactory work performance, if the action is in line with the performance management framework.

(d) Compensation and other remedies

Eligible whistleblowers can seek compensation and other remedies through the courts if they suffer loss, damage or injury because of a disclosure and PropTech Group failed to prevent a person from causing the detriment. Eligible whistleblowers should seek independent legal advice as necessary.

(e) Civil, criminal and administrative liability protection

Eligible whistleblowers are protected from any of the following in relation to their disclosure:

- (i) civil liability;
- (ii) criminal liability; and
- (iii) administrative liability.

These protections do not grant immunity for any misconduct a discloser has engaged in that is revealed in their disclosure.

(f) Support and practical protection for disclosers

- (i) Identity protection (confidentiality)

PropTech Group will implement the following measures for protecting the confidentiality of a discloser's identity:

- (A) all personal information or reference to the discloser witnessing an event will be redacted; and
 - (B) the disclosure will be referred to in a gender-neutral context.
- (ii) Secure record-keeping and information-sharing processes

To ensure the identity of disclosers and information relating to disclosure are adequately protected, PropTech Group will ensure that:

- (A) all paper and electronic documents and other materials relating to disclosures are stored securely; and
 - (B) access to all information relating to a disclosure will be limited to those directly managing and investigating the disclosure.
- (iv) Protection from detrimental acts or omissions

PropTech Group will implement measures for protecting disclosers from detriment, including:

- (A) processes for assessing the risk of detriment against a discloser and other persons, which will commence as soon as possible after receiving a disclosure;
- (B) support services, including counselling;
- (C) strategies to help a discloser minimise and manage stress, time or performance impacts, or other challenges resulting from the disclosure or its investigation;
- (D) actions for protecting a discloser from risk of detriment;
- (E) processes for ensuring that management are aware of their responsibilities to maintain the confidentiality of a disclosure; and
- (F) procedures on how a discloser can lodge a complaint if they have suffered detriment.

(g) Handling & Investigating Disclosure

(i) Handling a disclosure

PropTech Group will assess each disclosure to determine whether:

- (A) it qualifies for protection; and
- (B) a formal, investigation is required.

(h) Investigating a disclosure

- (i) Where an investigation is required, the disclosure will be investigated so as to appropriately substantiate or refute the information reported/disclosed.
- (ii) Detailed records of the disclosable matter will be maintained in a secure and confidential manner.
- (iii) Where investigations substantiate the disclosure in terms of the occurrence of wrongdoing or misconduct, a suitable response and actions to address will be implemented in a timely manner. Each disclosure will be acknowledged within a reasonable period after the disclosure is received, if the discloser can be contacted.
- (iv) Investigations may not be able to be undertaken or may be limited where, for example, the discloser cannot be contacted, does not cooperate or does not provide requested information.
- (v) Findings from investigations will be documented. A summary of the outcomes of the investigation will also be provided to the discloser, upon completion of investigations, where appropriate.

(i) Ensuring fair treatment of individuals mentioned in a disclosure

PropTech Group will adopt the following measures for ensuring fair treatment of individuals mentioned in a disclosure:

- (i) disclosures will be handled confidentially, when it is practical and appropriate in the circumstances;
 - (ii) each disclosure will be assessed and may be the subject of an investigation;
 - (iii) the objective of the investigation is to determine whether there is enough evidence to substantiate or refute the matters reported;
 - (iv) when an investigation needs to be reported, the process will be objective, fair and independent;
 - (v) an employee who is the subject of a disclosure will be advised about the subject matter of the disclosure as and when required; and
 - (vi) an employee who is the subject of a disclosure may contact the entity's support services (e.g. counselling).
- (j) Ensuring the policy is easily accessible**

PropTech Group will ensure that this policy is made available to employees and officers.

The policy will also be made available on the PropTech Group website.

2 Authority & Approval

1.1 Approval

This policy is prepared and maintained by the Company Secretary.

1.2 Authority

The Company Secretary is authorised to implement and review the policy and monitor ongoing compliance with the policy.

1.3 Review

This policy will be updated as required, for example, in the event of material changes to regulations or the business which affect the scope of the policy or its implementation.