

# Whistleblower Protection Policy

December 2019



Pendal Fund Services Limited  
ABN 13 161 249 332,  
AFSL No 431426 (**PFSL**)

Pendal Institutional Limited  
ABN 17 126 390 627,  
AFSL No 316455 (**PIL**)

## GENERAL INFORMATION

Policy owner	Risk & Compliance
Policy locations	Pendal Website and Pendal Australia and JOHCM intranet sites
Version	4.0
Date Issued	December 2019
Supersedes	July 2019
Review Cycle	Annual and following any significant legislative change and/or the receipt of any regulatory feedback/guidance.

## VERSION CONTROL

Version	Date	Change Detail	Change By	Approved By
1.0	September 2014	Full document review and update where necessary.	Risk & Compliance	Executive Committee Risk Forum
2.0	June 2018	Full document review and update where necessary. Update for new external service provider.	Risk & Compliance, HR	Executive Committee Risk Forum
3.0	July 2019	This Policy has been reviewed to ensure alignment to the "Treasury Laws Amendment (Enhancing Whistleblower Protections) Act 2019	Risk & Compliance, HR	Executive Committee
4.0	December 2019	This Policy has been reviewed and amended to represent the Pendal Group at a global level	Risk & Compliance, HR	Pendal Audit & Risk Committee

# PENDAL GROUP WHISTLEBLOWER POLICY

## Purpose of the Policy

The Pendal Group (**Group**) consists of Pendal Group Limited (including its Australian subsidiaries) and JO Hambro Capital Management Limited (including its global affiliates).

The Boards and management of the Group are committed to ensuring that each entity in the Group complies with all applicable laws and practices, in a way that is aligned with the Group's values and behaviours. As part of this, the Group recognises the importance of having an overarching whistleblower policy and a framework that supports and encourages people to escalate concerns of wrongdoing, without fear of reprisals or disadvantage in the workplace. As the Group operates in multiple countries, this Policy is subject to the applicable laws in those countries. As a result, in some cases, whistleblower matters may be handled differently.

The purpose of this Whistleblower Policy (**Policy**) is to:

- encourage employees to report suspected wrongdoing as soon as possible, in the knowledge that their concerns will be taken seriously, be appropriately investigated, and that their confidentiality will be respected;
- promote a culture of openness and a shared sense of integrity by inviting all employees to act responsibly in order to uphold the reputation of the Group and maintain client/public confidence;
- provide employees with guidance as to how to raise concerns and how the Group will investigate them;
- provide assurance to employees that they can raise genuine concerns without fear of reprisals, even if they turn out to be mistaken; and
- provide information about the statutory whistleblower provisions that apply in Australia under the *Corporations Act 2001* (Cth) (**Whistleblower Scheme**).

The Group Board is committed to ensuring that where concerns are raised, they are handled appropriately and confidentially, with a proper review and with appropriate protection for the person raising the concern.

## What is whistleblower?

**Whistleblower** is the disclosure of information which relates to suspected wrongdoing, misconduct or dangers in relation to the Group or any of its related bodies corporate. Under the Whistleblower Scheme, this includes information about specific types of conduct<sup>1</sup>. For the purposes of this Policy, all such wrongdoing or conduct is referred to as **Reportable Conduct**.

Reportable Conduct often relates to the conduct of Group employees but can also relate to the actions of a third party, such as a customer, investor, supplier or service provider. It is not possible to provide an exhaustive list of all the matters that could be Reportable Conduct, however examples may include:

- fraud or financial irregularity;
- corruption, bribery or blackmail;
- failure to comply with relevant legal or regulatory obligation;

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<sup>1</sup> misconduct or an improper state of affairs or circumstances in relation to the Group, conduct that indicates the Group or any of its employees or officers has breached the Corporations Act 2001, other specified financial services legislation or legislation that could result in prison terms of 12 months or more or conduct that represents a danger to the public or financial system. Misconduct or an improper state of affairs can also be in respect of tax affairs.

- misleading, deceptive or improper behaviour;
- endangering the health or safety of any individual;
- damaging the environment;
- significant risk to public safety;
- concealing any of the above;
- other dishonest, unethical or criminal offences.

**Reportable Conduct** may not always involve a contravention of a law - it could indicate a systemic issue of concern that a relevant regulator should know about. It could also be business behaviour or practices that could cause consumer harm or significant risk to public safety or the stability of, or confidence in, the financial system.

Matters that are not Reportable Conduct and are excluded from the operation of this Policy include human resources related issues and personal work related grievances (i.e., matters relating to the person's employment that do not have significant implications for the Group). There are other established policies and mechanisms to raise and deal with such issues (e.g. Grievance Policy) and they may also be protected by other local laws. However, these issues or grievances can still fall within the scope of this Policy if they also involve concerns about detriment (referred to below) or Reportable Conduct (i.e. they are a mixed report).

A **Whistleblower (Reporting Person)** is a person who raises a genuine concern about Reportable Conduct such as those matters listed above. If you have any such concerns you should report it under this Policy. A Reporting Person<sup>2</sup> may be:

- any employee or officer of the Group;
- any person who supplied goods or services (paid or unpaid) to the Group or employees of a supplier;
- family members and dependants of these persons and dependants of the spouse of any such person; and
- any person who previously held any of the above positions or functions and family members and dependents of these persons.

## Responsibility to report and the protections available

The Group relies on **Reporting Persons** to help maintain and grow its culture of honest and ethical behaviour and will take seriously all matters reported.

The Group does not tolerate circumstances that constitute **Reportable Conduct** and encourages Reporting Persons who have reasonable grounds to suspect and believe that Reportable Conduct has occurred or potentially will occur to make a timely report under this Policy.

The legislation that underpins the Whistleblower Scheme provides important **protections for Reporting Persons** who make a genuine disclosure of information that qualifies for protection. Those protections, under Australian legislation, include the right to:

- have their identity protected;
- be protected from civil, criminal or administrative liability for making a genuine disclosure;
- be protected from victimisation;

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<sup>2</sup> Under the Whistleblower Scheme, an individual who is an associate (as defined in the *Corporations Act 2001*) of Pental can also be a Reporting Person.

- be compensated; and
- not disclose their identity before any court or tribunal.

The Group is committed to ensuring the fair treatment of any Reporting Person who makes a genuine disclosure of a Reportable Conduct in line with this Policy. The Group does not tolerate any employee engaging in detrimental conduct against a Reporting Person or someone who they suspect may be a Reporting Person. However, if a Reporting Person intentionally makes a false report without reasonable grounds of suspicion or does so with malicious intent, the Group reserves the right to take appropriate action against the Reporting Person.

If you have any further questions about whistleblower protections, you should contact the Group Chief Risk Officer (policy owner) or your local Head of Compliance.

## How to report

### Internal reporting channel

The protections under the Whistleblower Scheme will apply if a report is made to an **Eligible Recipient**. Eligible Recipients have the experience and training to deal with reports and Pandal encourages you to report concerns about Reportable Conduct to them.

You can choose to report to any of the following roles, all are authorised as Eligible Recipients to receive a disclosure under this Policy:

- The Group Chief Risk Officer (Group CRO);
- Local business unit Head of Compliance, Head of Human Resources or Head of Legal;
- The Chair of the JO Hambro Capital Management Limited Risk Committee (Non-Executive Director);
- The Chair of the Pandal Australia Risk Committee (CEO Pandal Australia);
- The Chair of the Group Audit and Risk Committee (Non-Executive Director); and
- Pandal's auditors (currently PwC) or Pandal's Internal Auditor (currently KPMG).

When making a disclosure you need to provide as much information as possible to an eligible recipient, including date, time, location, name of persons involved, evidence of the specific events, witnesses, steps you may have already taken to report the matter elsewhere or any other attempts made to resolve the concern.

Disclosures made by an individual will be collected and processed in line with the local jurisdictions' data protection and privacy laws and policies and will be subject to confidentiality restrictions (outlined in the Investigation Process section below).

The protections under the Whistleblower Scheme will also apply to disclosures to a qualified legal practitioner for the purpose of taking legal advice or obtaining legal representation in relation to the operation of the whistleblower provisions and to disclosures to ASIC, APRA or other applicable Regulators and certain Government authorities.

### External reporting channel provider, Lighthouse

The Group recognises that in certain circumstances it may be difficult for you to use internal reporting channels. Therefore, the Group has appointed an external whistleblower hotline and case management system provider, Lighthouse.

The Lighthouse Whistleblower Hotline (hotline) toll free number is 1-800-768120.

The Case Management System (CMS) is accessible by using the link below:

[www.lighthouse-services.com/pandal](http://www.lighthouse-services.com/pandal)

Lighthouse employees are subject matter experts in whistleblower matters, and are trained in confidential reporting and whistleblower protection. For both the hotline and the CMS, you can elect to remain anonymous when making the report.

All information shared with Lighthouse will be treated with appropriate confidentiality and managed having regard to the local jurisdictions' data protection and privacy laws and policies.

**Other external reporting** ('public interest disclosures' or 'emergency disclosures')

In some exceptional cases, you can disclose reportable conduct, i.e. 'public interest disclosures' or 'emergency disclosures' to journalists and/or members of Parliament. However, you must comply with strict requirements to obtain the relevant protections in these circumstances<sup>3</sup>. If you require further information about this you should contact the Group Risk Chief Officer (policy owner) or your local business unit Head of Compliance. You are also encouraged to obtain independent legal advice prior to making any such disclosure.

Nothing in this Policy is intended to hinder or prevent you from reporting concerns relating to Reportable Conduct to an external regulatory authority.

Anonymous reports can be made and you may decide not to answer questions that could reveal your identity because of concerns about detriment. If such concerns exist, a person may prefer to adopt a pseudonym, or to create an anonymous email address, to submit their report. Regardless, anonymous disclosures are still capable of being protected. If reports are made anonymously, the Group encourages you to maintain ongoing two-way communication (such as via an anonymous email address), so follow-up questions can be asked or feedback provided.

## Group whistleblower protection and investigation process

The Group is committed to taking all reasonable steps to ensure that a Reporting Person making the report in accordance with this Policy will not suffer detriment<sup>4</sup> as a result of making the report. Detrimental action can be unlawful, and this also includes threats to cause detriment (express or implied conditional or unconditional).

People involved in any investigation will be reminded of the requirements of this Policy to ensure the protections are not undermined. Disciplinary action up to and including dismissal may be taken against any person who causes or threatens to cause any detriment in breach of this Policy.

In Australia, courts are given broad scope to make a range of orders remedying a detriment or threatened detriment, including injunctions, compensation, reinstatement, exemplary damages and the making of apologies. Civil and criminal sanctions also apply to breaches of the Whistleblower Scheme. The Group encourages anyone who believes they have been subjected to detriment to seek independent legal advice in regards to seeking compensation or other remedies.

The Group CRO has been appointed as the Group's Whistleblower Protection and Investigations Officer (WPIO). The WPIO has the responsibility to seek to safeguard the interest of Reporting Persons making a report under this Policy and protect them from any detriment. To do this, steps the WPIO may consider could include determining what actions are necessary to protect confidentiality, assessing the risk of detriment occurring, developing strategies to reduce any risks, monitoring and reassessing such risks over the course of an investigation, providing support or counselling (or making this available) or considering

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<sup>3</sup> Under the Whistleblower Scheme, Public Interest Disclosures and Emergency Disclosures will qualify for protection if (among other things) a disclosure has been made to ASIC, APRA or a prescribed Commonwealth authority at least 90 days prior and the Reporting Person believes that the disclosure is in the public interest/the information concerns a substantial and imminent danger to the health or safety of others and the disclosure is no greater than necessary to inform the journalist or member of Parliament of that matter.

<sup>4</sup> Detriment can include dismissal, injuring an employee in their employment, altering an employee's position or duties to their disadvantage, discriminating between an employee and other employees, harassing or intimidating a person, harming or injuring a person, damaging a person's property, reputation, business or financial position and any other damage to a person.

changes to work location or reporting lines. The Group's usual Employee Assistance Program services will be available to employees affected by a disclosure, should they require that support.

The WPIO may disclose the information received from the Reporting Person as long as it is reasonably necessary to investigate the information received. In addition, the law/good practice requires that reasonable steps are taken to reduce the risk that the Reporting Person will be identified by the information that is disclosed. This may include redaction of documents, referring to people in gender neutral terms, secure recording keeping and reminding those involved of the need for confidentiality. In some cases though, a person's identity could become known despite such safeguards (e.g. if the Reporting Person is one of a handful of people who are aware of the Reportable Conduct). The WPIO will keep the Reporting Person informed of the investigation's progress in a timely manner.

The WPIO has a direct reporting line into the Group CEO and the Chair of the Pandal Group Audit & Risk Committee (Non-Executive). The WPIO has standing instructions from the Pandal Group Board to directly report any material concerns to the Board or via the Chair of the Audit and Risk Committee, subject to any confidentiality requirements.

Notwithstanding the protections described above, the Group is allowed to manage (in the ordinary way) any employee performance issues that exist and a Reporting Person may also be subject to disciplinary action if, in the course of an investigation, The Group determines the person was complicit in the misconduct or wrongdoing or has otherwise acted in an improper way. However, the Reporting Person is generally protected from any civil, criminal and/or administrative liability (including disciplinary action) for making a report under this Policy and no contractual or other remedy may be enforced against them on that basis.

## Investigation process

If you have made a Reportable Conduct disclosure, the steps below will typically be followed to investigate the matter.

### Investigation process

It is the Group's objective to ensure that all investigations are conducted in a thorough, fair and independent manner.

The Group will investigate all reports made under this Policy as soon as practicable after the matter has been reported. The WPIO will determine the anticipated time frame for the investigation, although this will obviously depend on the particular matter. In most instances, the WPIO will review reports to determine the most appropriate arrangements for an investigation. Generally, investigations will be conducted by the WPIO using internal/external advisers, including the Company's external lawyers or internal auditors.

It is important that you as the Reporting Person agree that, to enable proper investigation, the information contained in any report made by you can be provided to any of the following: the Group Executive Committee members, the Group's external advisers (including its external lawyers or internal auditors), the Group Board and members of the Group Audit and Risk Committee. Your consent to the disclosure of your identity to other people may also be sought as part of an investigation.

To avoid jeopardising an investigation, we would expect you to keep confidential the fact that a report has been made (subject to any legal requirements).

### Confidentiality of identity

There are strict confidentiality obligations under this Policy and the Whistleblower Scheme which apply in respect of any disclosures that qualify for protection. Without limiting the Group's legal obligations, information received in respect of wrongdoing will be held in strictest confidence.

Unless you consent, your identity as a Reporting Person or any information that may reveal your identity will not be disclosed by the eligible recipient to any other person (subject to the exceptions set out below).

There may be circumstances where not being able to share your identity will impact an investigation. It will be your choice whether you decide to give your name and consent to disclosure. Being able to share the identity may also assist in an efficient investigation of the reportable conduct.

However, if you decide not to consent to your identity being disclosed, it will still be lawful to:

- Disclose the identity to ASIC, APRA, the Australian Federal Police (AFP) or the Commissioner of Taxation, a legal practitioner for the purposes of obtaining advice about the disclosure or to a body prescribed by the local jurisdiction regulations; and
- Disclose information that may lead to your identification if this is reasonably necessary for the purpose of investigating the qualifying disclosure and all reasonable steps are taken to reduce the risk that you will be identified.

If there is a breach of confidentiality, complaints can be lodged with the WPIO or other Eligible Recipient or a regulator such as ASIC for investigation.

### **Fair treatment of employees mentioned in disclosures**

The Group is committed to seeking to ensure the fair treatment of any Group officer or employee who is mentioned in a disclosure made pursuant to this Policy. Any investigation of a disclosure will have regard to that requirement and this will usually involve the person being given an opportunity to respond to the disclosure having regard to principles of procedural fairness. Also, action would only be taken against a person if there is evidence of wrongdoing.

### **Feedback to Reporting Persons and internal reports**

In order to ensure fair treatment to persons affected by an investigation into Reportable Conduct it may be difficult to provide you with ongoing feedback as to the investigation status. That being said the objective of the Group will be that, to the extent practicable, you are updated, by the WPIO, of the general status and outcomes of any investigation. The frequency of updates will depend on the nature of each investigation.

All communication will be made via the CMS portal, Whistleblower Hotline or directly with you if you have made contact with the WPIO or another Eligible Recipient. Updates will have regard to applicable confidentiality requirements.

Where appropriate, the Group will report findings of an investigation to the appropriate Audit and Risk Committee Chair and relevant Board members, (subject to confidentiality considerations). The method for documenting and reporting the findings will depend on the nature of the disclosure and but may include a summary report.

### **Reports concerning the Group CEO or the WPIO**

If Reportable Conduct concerns the Group CEO or the WPIO, it will be managed by the Chair of the Pental Group Audit and Risk Committee and the investigation will typically be undertaken by the Group's Internal Auditor or an external advisor such as an external lawyer. The investigation would follow the principles and processes outlined above. Any concerns about the Group CEO or the WPIO should be directed to the Chair of the Pental Group Audit and Risk Committee.

### **Referral to external regulatory authorities**

The Group may disclose any information received under this Policy to appropriate external regulatory authorities, such as the Australian Securities and Investments Commission (ASIC), the Financial Conduct Authority (FCA) or other governmental agencies in its absolute discretion without seeking the prior approval of a Reporting Person. However, if appropriate, the Reporting Person will be advised through the WPIO of that disclosure. Such bodies may be free to disclose a person's identity, or information that could lead to their identity becoming known, to Government authorities to help in the performance of their functions.

## False or incorrect reports

Deliberately making a false report about Reportable Conduct is a breach of this Policy. To make a report, you do not have to be sure that something is wrong. However, you should only make a report if you genuinely suspect Reportable Conduct has occurred. The protections under this Policy do not apply to vexatious or deliberately false reports and disciplinary action could also be taken as a result of such reports.

## Availability of the Policy

This Policy is available to all officers and employees of the Group through the intranet and on the Pental website.

## Scope and review of the Policy

This Policy is not intended to go beyond the relevant legislation in any applicable jurisdiction and is not a term of any contract, including any contract of employment and does not impose any contractual duties, implied or otherwise, on the Group.

This Policy will be reviewed annually. This is so the Policy remains consistent with ASX corporate governance principles and other relevant global legislative requirements as well as the changing nature of the Group. The Group may change this Policy from time to time.

## Questions about this Policy

If you have any questions about this Policy please contact the Pental Group CRO via email or phone (as provided on the corporate directory in each Group office location).