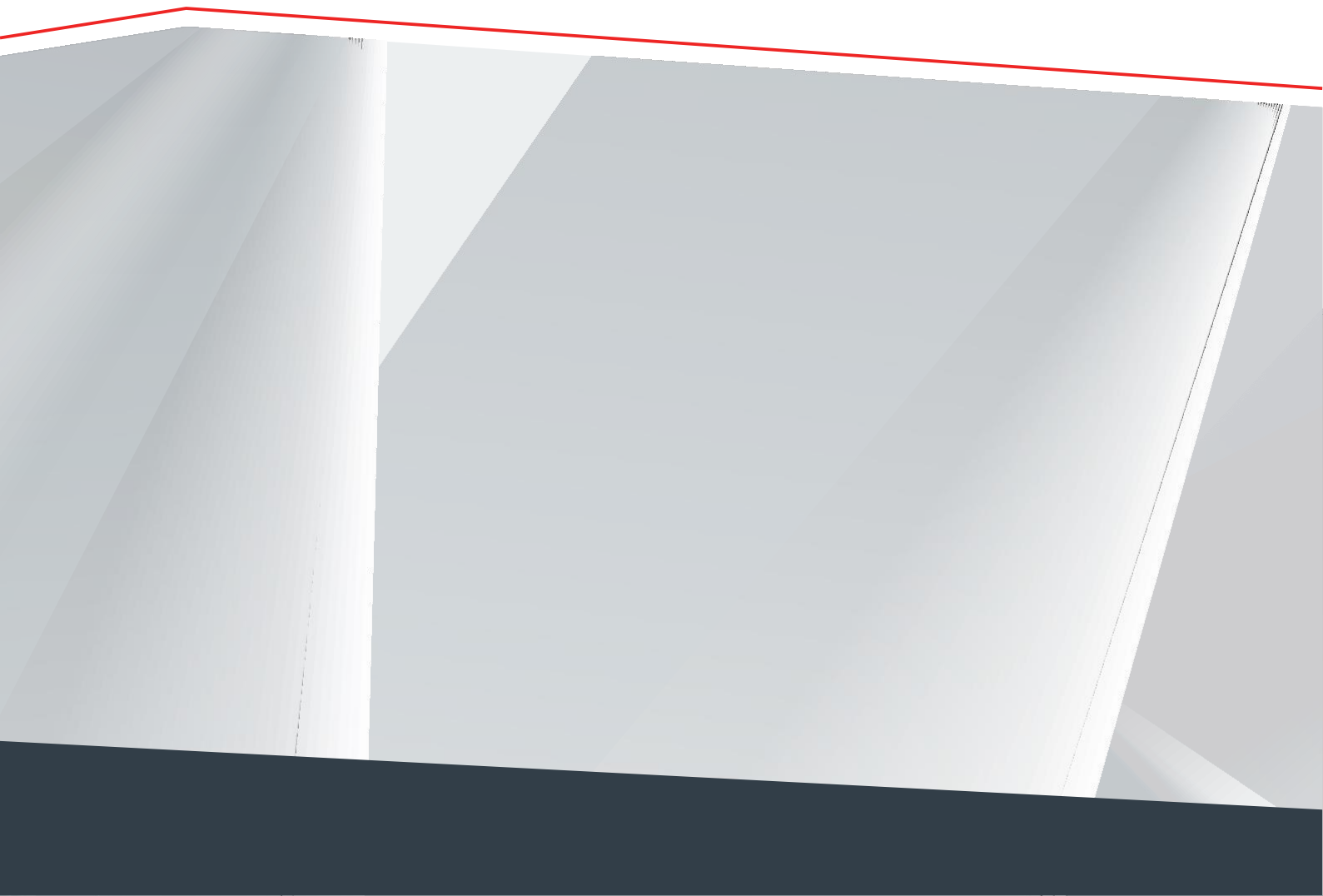




Lawcover Whistleblower Policy



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LAWCOVER WHISTLEBLOWER POLICY

1. THE PURPOSE OF THIS POLICY

We are Lawcover Insurance Pty Limited (ABN 15 095 082 509) of Level 13, 383 Kent Street, Sydney, New South Wales (“Lawcover”, “we”, “us”, “our”).

We are committed to promoting a culture of openness, honesty, fairness and integrity within our business, and we strive for continuous improvement. This Whistleblower Policy (“policy”) is one of several of our policies that gives effect to these commitments.

We encourage reporting of actual or suspected misconduct, and protection of whistleblowers.

In this policy, “you” and “your” includes our employees and officers, and anyone else who is an eligible whistleblower under this policy.

In this policy we explain:

Whistleblower reports:

- Who can make a whistleblower report
- Conduct that is reportable
- How to make a whistleblower report
- Remaining anonymous

Investigating whistleblower reports:

- How we will investigate a whistleblower report
- What information we will provide to whistleblowers

Protecting whistleblowers:

- How we will protect whistleblowers

Policy governance and administration:

- Responsibilities under this policy
- Reporting under this policy
- Reviews of this policy

2. WHISTLEBLOWER REPORTS

2.1 Who can make a whistleblower report?

You can make a whistleblower report under this policy if you are a current or former:

- Employee or officer of Lawcover (e.g. current and former employees who are permanent, part-time, fixed term or temporary, interns, secondees, managers, and directors)
- Lawcover contractor or supplier, or their employee
- Individual associate of Lawcover

- Spouse or relative or dependant of any of the above

In order to make a whistleblower report, you must have a genuine and reasonable belief regarding the reportable conduct.

2.2 What is reportable conduct?

A whistleblower report may involve information on which basis the discloser has reasonable grounds to suspect misconduct, or an improper state of affairs or circumstances, in relation to Lawcover.

Lawcover encourages disclosure of all misconduct, including but not limited to conduct that is:

- Dishonest
- Corrupt (including soliciting, accepting or offering a bribe, facilitation payments or other such benefits)
- Fraudulent
- Illegal (including theft, drug sale or use, violence or threatened violence and property damage)
- In breach of any law, regulation, internal policy or code (such as Lawcover's Code of Conduct)
- Impeding internal or external audit processes
- Impropriety relating to accounting, internal control, compliance, actuarial, audit or other matters of concern to the whistleblower
- A serious impropriety or an improper state of affairs or circumstances
- Endangering, or a significant risk to, health or safety
- A serious mismanagement of Lawcover's resources
- Detrimental to Lawcover's financial position, system or reputation
- Maladministration (an act or omission of a serious nature that is negligent, unjust, oppressive, discriminatory or is based on improper motives), and
- Concealing misconduct or impropriety

Protected disclosures usually relate to the conduct of Lawcover staff but may relate to the actions of a Lawcover director or third party, such as our supplier or service provider.

This policy does not extend to reports of misconduct solely about your personal, work-related grievances.

Generally, a personal work-related grievance will include:

- An interpersonal conflict with another employee
- A decision about your employment, transfer or promotion
- A decision about the terms and conditions of your employment

- A decision to suspend or terminate your employment or otherwise discipline you

Some disclosures do not qualify for protection under the Corporations Act 2001 (*Cth*) (Corporations Act) or the Taxation Administration Act 1953 (*Cth*) (Taxation Administration Act). However, such disclosures may be protected under other legislation, such as the Fair Work Act 2009 (*Cth*) (Fair Work Act). Employees should use usual business channels in the first instance for reporting issues relating to their own personal circumstances (e.g. employment matters should be referred to the Human Resources Manager), and where clear procedures exist for notification of compliance issues or operational risks.

2.3 How can you make a whistleblower report?

You can make a report by email, post, in person or over the phone. You are requested to provide as much information as possible and any known details about conduct which is the subject of a whistleblower report, such as date, time, location, name of person(s) involved, possible witnesses to the events, evidence of the events (e.g. documents, emails) and steps that may have been taken already to report the matter elsewhere or to try resolve the issue.

2.4 Who do I report to

We want you to feel comfortable to raise concerns at Lawcover so we have a number of reporting channels you can use:

- Our 24/7 independent Whistleblowers Hotline provided by PKF Integrity Services (PKF)
- Our Whistleblower Protection Officer (WPO)
- Senior managers of Lawcover
- Directors and officers of Lawcover
- Our internal or external auditor

Please see **Annexure B** to this policy for names and contact details.

You can also obtain further information from the WPO or your own legal advisor before you make a whistleblower report.

If your concern is about the conduct of a senior person or you believe the above reporting channels may be conflicted, please see **Annexure A** for a breakdown of further roles, responsibilities and escalation guidelines.

We hope you feel that you can talk to us first about your concern but, if not, you can also make a disclosure directly to a relevant regulator, such as the Australian Prudential Regulation Authority (APRA), the Australian Securities & Investment Commission (ASIC) or the Commissioner for Taxation. You can also lodge a complaint with Lawcover about a breach of confidentiality or one of the regulators.

For clarity, this policy does not generally provide protections if you make a disclosure to the media in the first instance. Disclosures can be made to a journalist or parliamentarian under certain circumstances and qualify for protection, such as a “public interest disclosure” or “emergency disclosure”. These are explained as follows:

A 'public interest disclosure' is the disclosure of information to a journalist or a parliamentarian, where:

- (a) at least 90 days have passed since the discloser made the disclosure to ASIC, APRA or another Commonwealth body prescribed by regulation;
- (b) the discloser does not have reasonable grounds to believe that action is being, or has been, taken in relation to their disclosure;
- (c) the discloser has reasonable grounds to believe that making a further disclosure of the information is in the public interest; and
- (d) before making the public interest disclosure, the discloser has given written notice to the body to which the previous disclosure was made that:
 - (i) includes sufficient information to identify the previous disclosure; and
 - (ii) states that the discloser intends to make a public interest disclosure.

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

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

2.5 Can you remain anonymous?

Anonymous reporting is permitted and will be protected. If you make an anonymous whistleblower report, we will investigate it. You can choose to remain anonymous whilst making a disclosure, over the course of the investigation, and after the investigation is finalised. Lawcover also has a telephone line and an electronic message board with PKF, that enables PKF and/or Lawcover to continue to communicate with the whistleblower. This can also be done anonymously if the whistleblower wishes to remain anonymous. In some cases, there may be limitations to what can be achieved if you decide to remain completely anonymous. Further, we will not be able to update you as to the progress of an investigation, other than if it is appropriate to issue a general update.

2.6 False reports

You should have reasonable grounds to suspect something is wrong when your report it. You do not have to have proof of your concern, but you must be honest. It does not matter if your concern turns out to be unsubstantiated if you are honest.

It is a serious breach of this policy to knowingly raise false information or allegations. Furthermore, this policy does not grant immunity for any misconduct a discloser has engaged in

that is revealed in their disclosure. Any instances of this will lead to disciplinary action, including dismissal.

3. INVESTIGATING WHISTLEBLOWER REPORTS

3.1 How will we investigate whistleblower reports?

Whistleblower investigations will be conducted in a manner that is confidential, fair and objective. The exact process, extent and timeframes of an investigation may vary depending on the nature and complexity of the report.

The WPO is the Legal, Risk & Compliance Manager, unless that person is implicated directly or indirectly in the report, in which case the Chief Executive Officer (CEO) will perform the role (or other Lawcover officer in the case of a conflict). Further information on the escalation processes and responsibilities can be found in **Annexure A**.

The WPO will carry out a fair and independent preliminary review of the whistleblower report and will decide whether the allegations raised should be investigated. The focus will be on the substance of the disclosure, rather than what they believe to be the discloser's motive for reporting. This will help determine the nature and scope of the investigation, the person that should lead the investigation, and whether any specialist support is required. Whilst not all whistleblower reports will necessarily lead to an investigation, they will be assessed, and a decision made as to whether they should be investigated. For instance, Lawcover in some instances may not be able to undertake an investigation if it is not able to contact the discloser. Lawcover will also ensure that the location and time is appropriate to ensure the discloser is comfortable and protected.

Lawcover's response to a whistleblower report will vary depending on its nature (including the amount of information provided). The WPO will advise you of the decision whether to investigate unless the WPO has no means to contact you. There may also be some circumstances where it may not be appropriate to provide details of the outcome to the discloser. If the WPO decides that the allegations will be investigated, the WPO will conduct or commission an investigation.

In some circumstances, we will engage PKF or other third party experts to conduct independent investigations into whistleblower reports. We will ensure that they adhere to this policy.

3.2 How will we keep whistleblowers updated?

If you choose to provide contact details with a whistleblower report, then the WPO will confirm receipt of the report and keep you informed of the progress of the investigation in a timely way. We will aim to update you on a monthly basis, and when the investigation is closed. We will share with you as much information as possible, subject to our Privacy Policy.

If you are not satisfied with the result of an investigation, you can escalate this in writing to the CEO or, if appropriate, the Chair of the Lawcover Board. That person will consider whether to re-open an investigation, based on any new information and their assessment of whether the investigation was conducted properly.

If necessary for the purpose of the investigation, or to internally address or correct the misconduct, the WPO will seek your consent to disclose certain information that is likely to lead

to your identification. You are not obliged to agree, and we will not disclose that information without your consent.

The investigation may conclude with a report from the WPO or another investigator. To the extent permitted under applicable laws, the WPO may inform you and/or a person against whom allegations have been made by you of the findings. Any report will remain the property of Lawcover and will not be shared with you or any person against whom allegations have been made.

4. PROTECTING WHISTLEBLOWERS AND OTHERS

4.1 How will we protect whistleblowers?

Whistleblowers will be dealt with confidentially and sensitively.

In order to protect you, we will:

- Not disclose your identity or reported information that may lead to identification of you without your consent
- Protect you from personal or financial disadvantage associated with making a report
- Take steps to ensure that you do not suffer any adverse action, such as harassment, changes in your employment position, harm or injury, including psychological harm, dismissal or discrimination etc.
- Protect you from prosecution and administrative action (such as breach of employment contract or disciplinary action) unless the disclosure is false or if you were involved in the reported misconduct
- If you self-report corporate misconduct, take into account your cooperation in determining how the matter will be dealt with

A discloser can still qualify for protection even if their disclosure turns out to be incorrect.

Disclosers can also seek independent legal advice.

4.2 Redacting information and secure record-keeping

In order to reduce the risk that the discloser will be identified (and suffer any subsequent adverse action) from information contained in a disclosure, Lawcover will also consider the following when receiving a complaint:

- All personal information or reference to the discloser witnessing an event will be redacted
- The discloser will be referred to in a gender-neutral context
- Where possible, the discloser will be contacted to help identify certain aspects of their disclosure that could inadvertently identify them
- All paper and electronic documents and other materials (for each step in the process) relating to disclosures will be stored securely
- Access to all information relating to a disclosure will be limited to those directly involved in managing and investigating the disclosure

- Only a restricted number of people who are directly involved in handling and investigating a disclosure will be made aware of a discloser's identity (subject to the discloser's consent) or information that is likely to lead to the identification of the discloser
- Communications and documents relating to the investigation of a disclosure will not to be sent to an email address or to a printer that can be accessed by other staff
- Ensure that the personal information is securely stored and adheres to appropriate legislation (i.e. Privacy Act)

We also reserve the right to take disciplinary or other action against a person who engages in adverse conduct against a whistleblower, or a person believed to be a whistleblower, such as conduct that amounts to harassment, intimidation, discrimination, or harm to you or your business or reputation. This could lead to termination of employment or engagement, or civil or criminal liability for breach of legislation.

If you think that you have suffered loss, damage, or injury for making a disclosure, please let us know.

We will also protect other persons mentioned in a whistleblower report, as well as others within Lawcover who are assisting the investigation, including the WPO.

If a need is identified, we may obtain or pay for a third-party expert, such as an independent legal adviser or a trained psychologist, to assist us with an investigation or to assist affected persons. Disclosures will be handled and investigated by qualified staff. We will assess the need for this on a case by case basis.

4.3 How will a whistleblower qualify for protection

A whistleblower will qualify for protection:

- If they have made a disclosure of information relating to a 'disclosable matter' directly to an 'eligible recipient' or to ASIC, APRA or another Commonwealth body prescribed by regulation. An eligible recipient includes an officer (director or company secretary of Lawcover) or senior manager (senior executive other than a director or company secretary who makes or participates in making decisions that affect the whole or substantial part of the business or has capacity to significantly affect the entity's financial standing), as defined under the Corporations Act. Lawcover has also enabled PKF to be an external eligible recipient of disclosures
- Under the Taxation Administration Act if they make a disclosure to the ATO
- If they have made a disclosure to a legal practitioner for the purposes of obtaining legal advice or legal representation about the operation of the whistleblower provisions in the Corporations Act
- If they have made an 'emergency disclosure' or 'public interest disclosure'
- Under the Corporations Act if they are an individual described in section 2 above or an associate of Lawcover (within the meaning of the Corporations Act), and they have reasonable grounds to suspect that the information they are reporting concerns misconduct

or an improper state of affairs relating to Lawcover (reports about personal work-related grievances will not attract the protections of the Corporations Act), and they make the disclosure to one of the following:

- (i) A person designated to receive a report under section 2.4 of this policy
- (ii) An internal or external auditor or actuary of Lawcover
- (iii) A legal practitioner for the purpose of obtaining legal advice or representation in relation to the operation of the statutory protections under the Corporations Act
- (iv) ASIC
- (v) APRA

Anonymous disclosures made in accordance with the above will be protected under the Corporations Act.

The Corporations Act also provides protections for public interest disclosures and emergency disclosures which meet specific requirements prescribed by the Corporations Act. It is important for you to understand the criteria for making a public interest or emergency disclosure before you do so.

The protections available under the Corporations Act to an individual who meets the requirements above include:

- The right to have their identity protected
- The right to be protected from detrimental action or any form of victimisation
- A requirement for Lawcover to take reasonable steps to reduce the risk that the person who makes the report will be identified as part of any investigation process conducted under this policy
- The right not to be required to disclose their identity before any court or tribunal
- The right to compensation and other remedies
- The right to be protected from civil, criminal or administrative liability (including disciplinary action) from making the disclosure or from contractual or other remedies on the basis of the disclosure
- The right to be protected from the admissibility of the information provided in evidence against the person in each case in accordance with the provisions of that legislation

The protections available under the Tax Administration Act apply to disclosures of information that indicate misconduct or an improper state of affairs in relation to the tax affairs of an entity, or an associate of an entity, where the person considers the information may assist the recipient of that information to perform functions or duties in relation to the tax affairs of the entity or an associate.

Protection is provided for disclosures made to the Commissioner of Taxation, or any person or agency specified in section 2.1 of this policy. The protections available to someone who makes a protected disclosure under the Tax Administration Act are similar to those outlined above as applicable under the Corporations Act.

5. POLICY GOVERNANCE AND ADMINISTRATION

5.1 Responsibilities

Lawcover employees and officers are responsible for complying with this policy. Breach of this policy may be regarded as misconduct, which may lead to disciplinary action.

5.2 Reporting

Where appropriate, the WPO will provide updates under this policy to the Lawcover Assurance Committee at the next meeting that occurs after a whistleblower disclosure has been made, to ensure appropriate oversight and monitoring, whilst maintaining confidentiality. These reports should include:

1. Type of complaint
2. Status and/or outcome of the complaint
3. Timeframe complaint has been open for
4. Date the complaint was closed.

5.3 Policy awareness

This policy will be made available to Lawcover's officers, employees and stakeholders through:

- Our staff intranet and company website
- HR Manual
- Employee induction information packs and training for new starters.

5.4 Policy and reviews

We will review this policy every two years, or more frequently if changes to legal, best practice or regulatory requirements arise. Changes to this policy will be approved by the Lawcover Board.

The Board authorises management to make minor amendments without Board approval. A minor amendment is a change to the current policy or procedure that is of an insubstantial nature and does not affect the intent. A minor amendment may affect responsibilities and structures and other operational aspects.

ANNEXURE A

Procedure for handling whistleblower reports

1. This procedure is to be read in conjunction with Lawcover's whistleblower policy.
2. The following steps apply to disclosures of misconduct made to PKF Integrity Services (PKF) and/or the Lawcover Whistleblower Protection Officer (WPO).

Escalation processes

3. We encourage reporting to Lawcover's independent whistleblower hotline PKF, via phone, email or website. Please use the contact details set out in Annexure B. If preferred, the Legal, Risk & Compliance Manager, who is Lawcover's WPO, can be contacted in person or by using the contact details set out in Annexure B.
4. Where a disclosure relates to a member of the senior management team including the CEO, then the disclosure should be made to:
 - a. PKF
 - b. the WPO;
 - c. directors or officers of Lawcover; or
 - d. a third party such as the auditor or regulator.
5. Where a disclosure relates to the Lawcover directors and officers, then the disclosure should be made to:
 - a. PKF;
 - b. the WPO;
 - c. the CEO; or
 - d. a third party such as the auditor or a regulator.

Roles and responsibilities

Whistleblower Protection Officer

6. Responsibilities of the WPO have been designed to ensure appropriate separation from Lawcover management. The person undertaking the role should have the appropriate background, experience and skill set to manage the defined roles and responsibilities, as outlined below.
7. The role of the WPO must be independent of management.
8. If the WPO receives a disclosure that implicates a person in their reporting line that is senior to them, then to manage any potential conflict of interest, the WPO can escalate the disclosure to either the CEO, the Chair of the Board or another director.
9. Where the above circumstances arise, the WPO (providing there is not a conflict of interest – see below for further details if this occurs) should work with the appropriate officer or senior manager and the outsourced provider/s (if required) to manage the disclosure and progress it to an appropriate resolution.
10. The WPO will also be responsible for:

- a. Assessing the risk of detriment or adverse action to the whistleblower and / or other implicated individuals. Depending on the level of risk, whistleblower circumstances etc, this may need to be managed by PKF
- b. Managing ongoing communication protocols with the whistleblower
- c. Working with other key stakeholders at Lawcover (and PKF) to assess the disclosure content to determine the type of misconduct involved and the most effective course of action. Where possible, the approach should be collaborative but on a “need to know” basis to ensure confidentiality is maintained
- d. Ensuring appropriate resources and suitably qualified individuals (internal or external) are engaged to conduct any investigation (if required)
- e. Managing the resolution of the disclosure, ensuring appropriate and secure communication to key internal stakeholders
- f. Considering the legal implications of disclosures of misconduct including, where appropriate, the need to undertake investigations under the protection of legal professional privilege or the requirement to notify the relevant regulator
- g. Advising the whistleblower that they can report their matter to a regulator such as the ASIC

CEO, Chair of the Board or director

11. If Lawcover’s CEO, Chair of the Board or another director receives a whistleblower disclosure, they should work with the WPO and PKF (where necessary) to manage the disclosure and progress it to resolution. The steps are as per those outlined above for the WPO role.
12. If the disclosure is about the WPO or presents a conflict of interest for the WPO, then the officer or senior manager that has received the complaint will work with the PKF (if necessary) to manage the disclosure and progress it to resolution. Further considerations for the officer or senior manager are outlined below.

PKF

13. In most circumstances, any disclosure received by PKF will be provided to the WPO. However, where a disclosure implicates the WPO, then PKF should provide the disclosure to the parties outlined in the escalation processes above.
14. Where a whistleblowing disclosure is made to PKF, the WPO, CEO, Chair of the Board or other director should work with PKF to assess and mitigate any risks that may be apparent from the details contained in the disclosure, such as, but not limited to:
 - a. Legal and/or reputational risks in respect of how the disclosure is to be handled
 - b. Excessive time taken to appropriately resolve the disclosure
 - c. Lack of skilled and experienced internal resources to effectively investigate the disclosure
 - d. The complexity of the subject matter of the disclosure which is related to the availability of appropriately skilled and experienced internal resources
 - e. Confidentiality concerns associated with internally managing the disclosure
 - f. The seniority of the person who is the subject of the disclosure
 - g. Actual or perceived conflicts of interest on the part of Lawcover employees managing the disclosure

ANNEXURE B

Contact details for recipients of whistleblower reports

Whistleblower hotline

Ph: 1800 329 190

Email: lawcoverhotline@pkf.com.au

Website: <https://www.pkftalkintegrity.com/?LAWC>

Whistleblower Protection Officer

Name: Nicola Mostert

Position: Manager, Legal Risk & Compliance

Email: nmostert@lawcover.com.au

Phone: 02 9286 8880

CEO

Name: Kerrie Lalich

Position: CEO

Email: klalich@lawcover.com.au

Phone: 02 9286 8849

