

4. Whistleblower Protection Policy

1. Purpose and Scope

- 1.1 RedHill Education Limited ('the Company') is committed to a culture of corporate compliance and ethical behaviour generally and has created this policy to encourage individuals to report wrongdoing where they genuinely believe it has occurred.
- 1.2 The purpose of this policy is to ensure that a person who reports wrongdoing in good faith (a 'whistleblower') can do so on a confidential basis, without fear of reprisal, dismissal or other discriminatory treatment.
- 1.3 This policy applies to all employees and contractors of the Company, and the procedures outlined in this policy apply as far as possible to any person, including a member of the general public, who makes a report under this policy.

2. Appointment of Whistleblower Protection Officer

The Company will appoint and maintain an appropriately qualified Whistleblower Protection Officer who is accessible to all staff. The identity of the current Whistleblower Protection Officer must be publicised in appropriate ways so that the identity, and contact details, of the Whistleblower Protection Officer are known to all staff and contractors and can be easily discovered by all other stakeholders of the Company.

Unless otherwise notified, the whistleblower Protection offer is the Chair of the Audit & Risk Committee.

3. What should be reported under this policy?

All Company employees and contractors are encouraged to report any wrongdoing that is in any way related to the Company. Wrongdoing under this policy means any conduct by a person connected with the Company which is, or may be illegal, unacceptable or undesirable, for example:

- (a) dishonest, unethical, fraudulent, or corrupt practices;
- (b) illegal conduct such as theft, illegal drug use or sale, violence or threatened violence and criminal damage against property;
- (c) misleading or deceptive conduct, including conduct or representations that amount to improper or misleading accounting or financial reporting practices;
- (d) conduct that endangers the health or safety of any person or the environment that has been reported to management but not acted upon;

- (e) coercion, harassment or discrimination by, or affecting, any employee, contractor, client or other stakeholder of the Company; and
- (f) any action taken against, or harm suffered by, a person as a result of making a report under this policy.

4. Reporting misconduct

- 4.1 If a person becomes aware of an issue or behaviour that they honestly, and in good faith, believe constitutes wrongdoing under this policy, then the person should report the matter in any of the following ways:
- (a) discuss the matter informally with their direct manager; or
 - (b) where the whistleblower feels uncomfortable raising the matter with their direct manager, or if the matter is of a serious nature, the whistleblower may contact the Whistleblower Protection Officer directly.
- 4.2 At all times, the details of any reports of misconduct communicated via any of the channels listed in 4.1 are confidential within the limits of the law. Disclosures that involve a threat to life or property, illegal activities or legal action against the Company may require actions that do not allow for complete anonymity. In such cases, should it be necessary to disclose the identity of the whistleblower, reasonable steps will be taken to discuss with the whistleblower first.
- 4.3 If a person wishes to report wrongdoing anonymously, they may do so by sending a written statement directly to any one of the channels listed above. However, in some cases this may hinder the ability of the Company to fully investigate the matter and the Company will be unable to provide the whistleblower with feedback regarding the investigation.

5. False or vexatious reports

Reports under this policy must be made in good faith and on reasonable grounds. Persons must not make reports of a trivial nature under this policy.

6. Investigation and handling of whistleblower reports

- 6.1 All reports of wrongdoing will be treated seriously and be investigated by the person to whom the report has been made on a timely basis and without bias.
- 6.2 A person who is the subject of a report of wrongdoing (a 'respondent') will, where possible, be advised in writing of the nature of the allegations made of him or her in the report and advised that an investigation has commenced into that allegation. Within the limits of the law, the identity of a whistleblower will not be disclosed to the respondent without the whistleblower's prior consent.

- 6.3 The particular circumstances of an investigation may require a delay in informing the respondent of the allegation, for example to maintain the confidentiality of the whistleblower or where the respondent is suspected of engaging in criminal conduct.
- 6.4 The respondent will be provided with an opportunity to respond to the allegations contained in the report prior to completion of the investigation.

7. Feedback and communication with whistleblowers

The whistleblower will be kept appropriately informed of the progress of any investigation arising as a result of the whistleblower's report, subject to considerations of privacy and confidentiality on the part of others who may also be involved in the investigation, including the respondent.

8. Whistleblower protection

8.1 Subject to clause 8.2, a person who reports wrongdoing in good faith will not, as a result of having reported that misconduct, be:

- (a) dismissed;
- (b) demoted in any way from their current position or role with the Company;
- (c) harassed;
- (d) discriminated against in any way; or
- (b) subjected to current or future bias,

('reprisals'), and the Company will take appropriate steps to protect a whistleblower, their colleagues and their relatives from any reprisals.

8.2 Subject to any protections applicable to a whistleblower under any laws or external regulations to which the Company is bound, making a report under this policy does not protect a whistleblower from civil or criminal liability for illegal acts or wrongdoing in which they have been involved and which they are reporting.

8.3 A whistleblower has the right to ask the Company to take positive steps to protect them against reprisals. For example, a whistleblower may request a leave of absence during an investigation where it is not possible to keep the whistleblower's identity confidential.

8.4 Where reprisals are taken or are claimed to have been taken against a whistleblower, this will be further investigated and if appropriate, disciplinary action taken.

9. Special protection for whistleblowers under the Corporations Act

Chapter 9, Part 9.4AAA of the *Corporations Act 2001 (Cth)* (**Corporations Act**) is a regime for whistleblowers to receive special protection for reporting actual or potential breaches of the Corporations Act, if certain pre-conditions are met.

These pre-conditions are:

- (a) the whistleblower must be an officer or employee, or a contractor or an employee of a contractor of the Company; and
- (b) the report must be made to:
 - (i) the Australian Securities & Investments Commission (**ASIC**); or
 - (ii) the Company's auditor or a member of an audit team conducting an audit of the Company;
 - (iii) a director, secretary or senior manager of the Company; or
 - (iv) the designated Whistleblower Protection Officer; and
- (c) the whistleblower gives their name before making the report (i.e. the report cannot be anonymous); and
- (e) the whistleblower has reasonable grounds to suspect that the information contained in the report indicates that there has been, or may have been, a breach of the Corporations Act by the Company or any of its officers or employees (examples of breaches of the Corporations Act include where directors of the Company have breached their duties to disclose conflicts of interest or where there is evidence of insider trading); and
- (f) the report is made in good faith.

In summary, the special protections available under the Corporations Act when these pre-conditions are met are:

- (a) the whistleblower cannot be subject to civil or criminal liability for making the report;
- (b) no contractual or other remedy can be enforced or exercised against the whistleblower for making the report;
- (c) anyone who intentionally or recklessly victimises or threatens the whistleblower is guilty of an offence and may be liable for damages; and
- (d) the person receiving the report commits an offence if they disclose the substance of the report or the whistleblower's identity, without the whistleblower's consent, to anyone except ASIC, the Australian Prudential Regulatory Authority or the Australian Federal Police.