Whistleblower Policy

1.1 Overview

The Group strives to ensure we are operating the business with integrity. This document outlines what individuals should do if they wish to make a disclosure in relation to corporate misconduct, and what protection is available to them.

The policy is developed and implemented having regard to the protections afforded to eligible whistleblowers under Part 9.4AAA of the Australian *Corporations Act 2001* (Cth) (**the Act**).

For the purposes of this policy, the **Group** means Privity Pty Ltd and its related bodies corporate, including all entities within the "Gauvin Group".

1.2 Effect of this policy

This policy aims to provide guidance to officers and employees of the Group, in respect of the protections afforded under legislation for whistleblowers. To the extent that officers and employees of the Group have obligations under this policy, they are required to comply with the policy.

The terms of this policy are not intended to impose contractual obligations on the Group or on any related body corporate. Further, the terms of this policy are not incorporated into any individual employee's contract of employment, nor any contractor's contract for services. This policy may be amended, replaced or rescinded by the Group from time to time, and in its absolute discretion.

1.3 What are the whistleblower protections all about?

Where a person who is an Eligible Whistleblower, makes an Eligible Disclosure, to an Eligible Recipient, then the person making the disclosure has certain rights and protections under legislation.

1.4 Who is an "Eligible Whistleblower"?

An Eligible Whistleblower is a person who is, or was:

- an officer;
- an employee;
- a supplier of goods or services (or an employee of such a supplier);
- an associate (which includes a director or secretary of the Group or a related body corporate); or
- a relative, dependent or dependent of a spouse, of any individual listed above,
- to or of the Group.

The Act provides protections for Eligible Whistleblowers in certain circumstances, and the Group is committed to recognising and upholding those protections.

1.5 What is an "Eligible Disclosure"?

The disclosures protected by the Act ("Eligible Disclosures") include disclosures where a person has reasonable grounds to suspect that the information disclosed concerns:

misconduct or an "improper state of affairs or circumstances" regarding the Group or any of its related bodies corporate;

the Group or any related body corporate (or any officer or employee of those entities) having engaged in conduct that:

(I) is an offence against, or contravention of, the Act, the *Australian Securities and Investments Commission Act 2001* (Cth) (**ASIC Act**), or a range of specified banking, insurance, life insurance and superannuation statutes;
(II) is conduct that relates to an offence against any law of the Commonwealth which is punishable by imprisonment for 12 months or more; or
(III) represents a danger to the public or the financial system.

Some examples of Eligible Disclosures include (but are not limited) to:

- fraud, money laundering, or misappropriation of funds;
- offering or accepting a bribe;
- threats to engage in detrimental conduct against a person who has made a disclosure, or is believed or suspected to have made, or planning to make, a disclosure that qualifies for protection.

A disclosure made on reasonable grounds may still qualify for protection even if the disclosure turns out to be incorrect.

A disclosure may also be an Eligible Disclosure if the disclosure is made to a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the protections for whistleblowers contained in Part 9.4AAA of the Act.

There is no requirement for a discloser to identify themselves for a disclosure to qualify for protection.

A whistleblower may have a right to make a public interest disclosure and an emergency disclosure (which relates to disclosures to a member of parliament and to journalists), pursuant to s.1317AAD of the Act. There are specific criteria applying to such disclosures, and a person should obtain specific independent legal advice about their rights before seeking to make such a disclosure.

Generally, a public interest disclosure relates to a report made by a public official (or member of the public) regarding serious wrongdoing within the public sector. An emergency disclosure is defined as a report made to a journalist or parliamentarian regarding a substantial and imminent danger to public health, safety or the environment.

A person may also have a right to make a disclosure in relation to misconduct concerning the tax affairs of the Group or its related bodies corporate, as set out in the *Taxation Administration Act 1953* (Cth).

1.6 What is NOT an "Eligible Disclosure"?

Importantly, a "personal workplace grievance", being a grievance about any matter in relation to the discloser's employment, or former employment, having (or tending to have) implications for the discloser personally, will *not* qualify for protection, unless it concerns a contravention or alleged contravention of the Act, relating to a detriment caused or a threat made to a discloser. Examples of a personal workplace grievance include disclosures about:

- interpersonal conflict between a discloser and another employee;
- decisions relating to promotions, transfers, demotions, terms and conditions of employment; and
- decisions about taking disciplinary action against a discloser (including decisions about suspension and termination of employment).

However, a disclosure will not be a "personal workplace grievance" (and therefore will be capable of protection under the legislation), where the disclosure:

- has significant implications for the Group (or another regulated entity) that do not relate to the discloser; or
- is otherwise an offence against federal law or represents a danger to the public or financial system.

However, although a "personal workplace grievance" may not be reportable pursuant to the terms of this policy, the Group encourages, and in some circumstances may require, employees and officers to raise issues in accordance with the Gauvin Group Grievance Procedure.

1.7 Who is an "Eligible Recipient" of a disclosure that qualifies for protection under the Act?

In order to qualify for protection, protected disclosures must be made to one or more of the following Eligible Recipients:

- an officer (including a director or Group secretary) of the Group or a related body corporate;
- a senior manager of the Group or a related body corporate (being a person in the Group or a related body corporate who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the Group or a related body corporate, or who has the capacity to affect significantly the Group's or a related body corporate's financial standing);
- the Australian Securities and Investments Commission (ASIC);
- the Australian Prudential Regulation Authority (APRA);
- the external auditor (or a member of that audit team) of the Group or a related body corporate;
- an actuary of the Group or a related body corporate;
- a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the whistleblower protections (such disclosure will still qualify for protection even if the legal practitioner concludes that the disclosure is not an Eligible Disclosure under the Act);
- the following persons authorised by the Group and its related bodies corporate to receive disclosures that may qualify for protection under the Act (**Whistleblower Protection Officers**).

  A Whistleblower Protection Officer may be contacted by email or phone for the purposes of:

  - making an Eligible Disclosure; or
  - seeking contact information of other Eligible Recipients.

  Whistleblowing Service (WBS): haircare - Whistleblowing Service This service is available 24/7 and provides a secure online portal for anonymous and confidential reporting.
  Click on the Make a report button.
  Unique Key: CKY-AZX43-XF6VZ-58K9R or Unique Key Shortcut: HAIRCARE

  Ms Julia Cameron – Senior Legal Counsel and Whistleblower Protection Officer for the Gauvin Group – email: Julia.Cameron@haircare.group

- While a disclosure can be made to any Eligible Recipient, the Group encourages disclosures to be made to a Whistleblower Protection Officer.

1.8 What information should be included in a report?

When making a disclosure under this policy, the Group requests that a person includes, in writing:

- a description of the suspected conduct;
- a description of the reasonable grounds for the suspicion that the conduct is an Eligible Disclosure; and
- anything else the person wishes to add that would assist the Group to make an assessment of the conduct or to otherwise investigate it.

1.9 Investigation of disclosures

Upon receipt of an Eligible Disclosure, the Group will first assess the disclosure and make a determination as to t whether investigation is appropriate. The Group may investigate such disclosures made pursuant to this policy and will approach the resolution of an issue on the basis of what is reasonably necessary to ensure appropriate responsible governance and corporate behaviour.

Without limiting the Group's discretion when deciding which disclosures it will investigate, the Group may decide not to investigate an Eligible Disclosure in circumstances where a previous disclosure(s) has been made to the Group relating to the same or similar circumstances, and where the Group has already investigated the matters the subject of that previous disclosure(s).

The Whistleblower Protection Officer, and/or another person deemed appropriate by the Group, may be appointed to assist in the investigation of a disclosure.

In endeavouring to ensure fair treatment of persons identified in a disclosure, the investigation will be conducted independently of any person who is mentioned in, or is the subject of, the disclosure. Where appropriate, such persons may be informed of the allegations and provided with the opportunity to respond.

External professionals may be engaged to assist or conduct the investigation process.

While the particulars of the investigation process will be determined by the nature and substance of the disclosure, if the disclosure is not anonymous, contact with the whistleblower may be made shortly after receipt of the disclosure, and further information may be sought.

The Group acknowledges the timing of an investigation will depend on the circumstances of the matter and whether the Group is the primary investigator of the disclosure.

Where the Group considers it appropriate to do so, the Group will provide feedback to the whistleblower regarding the progress and/or outcome of the investigation, including any timeframes for completion of any investigation (assuming the disclosure has not been made anonymously and contact can be made). A Whistleblower and the relevant parties that the disclosure is about may choose to have an appropriate support person present at any meeting with representative of the Group.

Where a report is submitted anonymously, the Group may conduct an investigation based on the information provided.

Upon completion of an investigation, the Group will take any steps it considers appropriate. This includes but is not limited to:

- taking disciplinary action against those the subject of a disclosure;
- taking disciplinary action against a person who has knowingly made a false disclosure;
- reporting any findings of the investigation related to criminal activity, to the police and/or regulators (e.g. ASIC).

1.10 Protection for whistleblowers

An Eligible Disclosure which qualifies for protection under the Act, qualifies for protection from the time the disclosure is made, regardless of whether the discloser or recipient recognises that the disclosure qualifies for protection.

Where an Eligible Disclosure made under this policy qualifies for protection under the Act, the Group will endeavour to support the Eligible Whistleblower and protect them from detriment in the following ways:

A) Protection from detrimental conduct

A person is prohibited from engaging in conduct which causes any detriment to another person if, when the first person engaged in the conduct, they believed or suspected that the other person made, may have made, proposes to make or could make a disclosure that qualifies for protection under Part 9.4AAA of the Act and their belief or suspicion is the reason, or part of the reason, for their conduct.

A person is likewise prohibited from making to a second person, a threat to cause detriment to that second person or to a third person, in circumstances where the first person:

- intends the second person to fear that the threat will be carried out or is reckless to causing the second person to fear that the threat will be carried out; and
- makes the threat because a person makes a disclosure that qualifies for protection, or may make a disclosure that would qualify for protection, under Part 9.4AAA of the Act.

Detrimental conduct includes (but is not limited to):

- termination of employment;
- disciplinary action;
- demotion;
- performance management;
- bullying or harassment; and
- discrimination.

Such conduct is strictly prohibited by this policy. If it is determined that an employee or contractor engages in conduct in breach of this direction, appropriate action (including disciplinary action, or termination of a contractor's engagement) will be taken. Such action will be separate from any penalties or damages that may be imposed by a court upon a person for having contravened the legislation.

If an Eligible Whistleblower considers that they have been subjected to detrimental conduct within the meaning of the above paragraphs, the Eligible Whistleblower may lodge a complaint by email to a Whistleblower Protection Officer. The Group may investigate such complaints and take such action it determines to be appropriate in the circumstances. Eligible Whistleblowers may seek independent legal advice or contact regulatory bodies, such as ASIC or APRA, if they believe they have suffered detriment.

For the avoidance of doubt, protecting a discloser from detriment does not prevent the Group from managing a discloser's unsatisfactory performance, or from taking action to protect a discloser from detriment (for example, when the disclosure relates to wrongdoing in the discloser's immediate work area).

A discloser (or any other employee or person) can seek compensation and other remedies through the courts if: they suffer loss, damage or injury as a result of detrimental conduct; and the entity failed to take reasonable precautions and exercise due diligence to avoid the detrimental conduct. Disclosers are encouraged to seek independent legal advice in these circumstances.

The Group will protect disclosers from detriment in the following ways:

- assess the potential risk to a discloser upon the receipt of a disclosure;
- take steps to investigate any complaint relating to detriment of the kind outlined above;
- take appropriate disciplinary action where a complaint relating to detriment has been substantiated;
- implement steps (to the extent that they are reasonable and practicable) to avoid or minimise risks of detriment to a discloser (for instance, a change in the work environment).

B) Protection of the identity of the whistleblower

Disclosures can be made anonymously and still qualify for protection under the Act. A person making a disclosure may choose to remain anonymous at the time of making a disclosure, during the course of any investigation into a disclosure, and at the completion of any investigation.

Except in the circumstances below, where an Eligible Disclosure is made that qualifies for protection under the Act, the Group will not disclose the identify of the discloser, or any information that is likely to lead to the identification of the discloser, unless:

- the discloser consents;
- it is disclosed to ASIC, APRA, or a member of the Australian Federal Police;
- it is disclosed to a lawyer to obtain legal advice or legal representation in relation to the operation of the whistleblowing provisions; and/or
- it results in information being disclosed where it is reasonably necessary to do so for the purposes of the Group investigating a matter to which the qualifying disclosure relates (in which case the Group will ensure the disclosure does not identify the whistleblower and will take all reasonable steps to reduce the risk the discloser will be identified).

It is illegal, and therefore specifically prohibited by the Group, for any person to disclose a person's identity or information likely to identify a discloser, unless any of the above exceptions apply.

The Group will also implement the following further measures to protect a person's identity from being disclosed, including:

- ensuring the safekeeping of any files and documentation concerning the disclosure;
- permitting a discloser to adopt a pseudonym which will then be used by the Group, and otherwise redacting a discloser's name and using gender neutral identifiers, where practicable;
- where a disclosure has not been made anonymously, by contacting a discloser to ascertain what parts of their disclosure could inadvertently identify them;
- making those persons who investigate a disclosure, aware of the terms of this policy; and
- any other reasonable measures suggested by a discloser, such as communication through an anonymised email address.

C) Further protections

Further protections given by the Act when an Eligible Disclosure qualifying for protection under the Act is made, are:

- the whistleblower is immune from any civil, criminal or administrative liability (including disciplinary action) for making the disclosure;

- no contractual or other remedies may be enforced, and no contractual or other right may be exercised against the whistleblower, on the basis of the disclosure;
- in some circumstances, the reported information is not admissible in evidence against the whistleblower in criminal proceedings or in proceedings for the imposition of a penalty, except where the proceedings are concerned with whether the information is false;
- a whistleblower's identity cannot be disclosed to a court or tribunal except where considered necessary; and
- unless the whistleblower has acted unreasonably or vexatiously, a whistleblower cannot be ordered to pay costs in any legal proceedings in which the whistleblower is seeking compensation for loss, damage or injury suffered as a result of the detrimental conduct.

D) Protection of files and records

To the extent that the Group deems it appropriate to do so, the Group will create records and maintain documents in the course of any investigation. All protected disclosures and any files and records created from an investigation of a protected disclosure will be securely retained.

A release of information in breach of this policy will be regarded as a serious matter and may have consequences for employment (or for contractors, their contract for services).

E) Additional support

The Group recognises that making a disclosure as a whistleblower can be stressful. If a person who makes a disclosure is an employee of the Group, they may request additional support.

The Group will look at ways to provide support to the extent reasonably practicable.

The Group provides team members access to an Employee Assistance Program – contact details are available from People & Culture.

1.11 Availability of policy

This policy will be published on the Group’s Connx site.

Date last revised:	August 2026
Authorised by:	People and Culture Committee, a sub-committee of the Board of Directors.