



# Whistleblower Policy

Cedar Woods Properties Limited (**Cedar Woods** or **the Company**) is committed to conducting its business with honesty and integrity and expects all employees to maintain the same high standards. However, all organisations face the risk of things going wrong from time to time, or of unknowingly harbouring illegal or unethical conduct. A culture of openness and accountability is essential in order to prevent such situations from occurring or to address them when they do occur.

## Who does the policy apply to?

This policy applies to:

- any previous or current employee, officer, supplier or contractor (or an employee of a supplier or contractor), or an associated individual of the Company or that acts on its behalf; and
- a relative or dependant of any of the above individuals, or their spouse,

(collectively referred to as an **Employee**).

## Purpose of the policy

The purpose of this policy is to:

- provide any Employee who makes, or attempts to make, a disclosure (**Whistleblower**) with a clear framework within which to make that allegation as a Protected Disclosure;
- ensure any reports of Reportable Conduct are dealt with appropriately;
- provide Whistleblowers with a clear understanding of how allegations will be handled;
- protect Whistleblowers from victimisation and retaliation;
- support Whistleblowers throughout the reporting process; and
- afford natural justice and procedural fairness to anyone who is the subject of an allegation of Reportable Conduct.

## Protected disclosures

A report of Reportable Conduct made in accordance with this policy (**Protected Disclosure**) will be protected under this policy if a Whistleblower:

- is acting honestly with genuine or reasonable belief that the information in the allegation is true or likely to be true;
- makes the disclosure in accordance with this policy; and
- has not themselves engaged in serious misconduct or illegal conduct in relation to the Reportable Conduct.

Cedar Woods promotes a culture that encourages the reporting of Reportable Conduct and where a Whistleblower makes a Protected Disclosure, that person will be protected from disciplinary action, victimisation, retaliation or claims by the Company as a result of having made the report. The Whistleblower must, at all times during the reporting process, continue to comply with this policy.

Nothing in this policy is intended to abrogate or diminish any additional or alternative protections which may be available at law,<sup>1</sup> including making a public interest disclosure or an emergency disclosure to a Member of Parliament or a journalist.

## Reportable conduct

This policy supports the reporting of any concern (actual or suspected) of serious wrongdoing (**Reportable Conduct**), which includes (but is not limited to):

- dishonest, fraudulent or corrupt activity, including bribery or other activity in breach of the Company's Anti-bribery and Corruption Policy;
- criminal conduct (such as theft, drug sale or use, violence, harassment or intimidation, criminal damage to property or other breaches of state or federal law);
- failure to comply with any legal or regulatory obligation;
- unethical dealing with an investor, other customer, contractor, or supplier (including a potential investor, customer, contractor, supplier or their employees);
- unethical or other serious improper conduct, including breaches of the Company's policies;
- misconduct, or an improper state of affairs or circumstances;
- any behaviour that poses a serious risk to the health & safety of any person in the workplace; or
- any behaviour that poses a danger to the public or financial system or safety of the environment.

For the avoidance of doubt, Reportable Conduct does not include "personal work-related grievances". These are generally grievances relating to a discloser's current or former employment or engagement that have implications for that person personally, and that do not have broader implications for Cedar Woods. For example, an interpersonal conflict between the discloser and another employee, or a decision relating to employment or engagement, such as a transfer, promotion or disciplinary action of the discloser.

## How to report

Whistleblowers may use any of the following channels of communication to make a report:

- verbally or in writing to their immediate manager; or
- verbally or in writing to a Company Whistleblower Protection Officer (**WPO**).

At any time, an employee who is unsure about whether to make a Protected Disclosure will be entitled to discuss the matter in confidence with their immediate supervisor or State Manager/CFO/Managing Director or WPO.

In the event a Whistleblower does not formally make a Protected Disclosure, Cedar Woods may nevertheless be compelled to act on the information provided if that information reasonably suggests Reportable Conduct has occurred or may occur.

Where the Whistleblower believes the Company's internal processes are inappropriate because:

- the alleged Reportable Conduct involves a WPO or an executive of Cedar Woods; or
- the Whistleblower considers the matter should not be referred to a WPO; then,

the Whistleblower may make that report to the Chair of the Audit and Risk Management Committee at [auditandrisk@cedarwoods.com.au](mailto:auditandrisk@cedarwoods.com.au)

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<sup>1</sup> Including those protections available under Part 9.4AAA of the *Corporations Act 2001*.  
Whistleblower Policy

## Whistleblower Protection Officers

Cedar Woods has appointed Whistleblower Protection Officer(s) who are tasked with the responsibility of protecting and safeguarding the interests of Whistleblowers within the meaning of this policy.

Each WPO is appointed by the Audit and Risk Management Committee of the Company.

Cedar Woods' WPO is the Company Secretary at [companysecretary@cedarwoods.com.au](mailto:companysecretary@cedarwoods.com.au); and in the absence of the Company Secretary, the HR Manager at [humanresources@cedarwoods.com.au](mailto:humanresources@cedarwoods.com.au).

The WPO may be contacted via email, telephone, in person, or via post to the attention of "The Whistleblower Protection Officers" at the Company's address.

## Consequences of making a false report

Anyone who knowingly makes a false report of Reportable Conduct, or who otherwise fails to act honestly with reasonable belief in respect of the report may be subject to disciplinary action or professional conduct sanction. The disciplinary action or sanction will depend on the severity, nature and circumstance of the false report.

## Investigation

A Whistleblower's report may only be investigated and acted upon following referral to a WPO (or the Chair of the Audit and Risk Management Committee if applicable). Any other person (such as a supervisor or manager) who receives a report of Reportable Conduct must immediately refer it to a WPO (or the Chair of the Audit and Risk Management Committee), take no further action and keep the report confidential.

All allegations of Reportable Conduct pursuant to this policy must include, at a minimum, the following details the:

- date the Whistleblower made the report;
- date and substance of the Reportable Conduct;
- identity and level of seniority of the alleged wrongdoer; and
- level of risk associated with the alleged wrongdoing.

All Protected Disclosures will ultimately be reported to the Audit and Risk Management Committee.

The WPO (or the Chair of the Audit and Risk Management Committee) will determine whether sufficient information exists to allow the report(s) to be investigated, whether an investigation is required, and, if so, determine the appropriate investigation process, including:

- the nature and scope of the investigation;
- who will conduct the investigation and whether that person should be external to Cedar Woods;
- the nature of any technical, financial or legal advice that may be required; and
- a timeframe for the investigation (having regard to the allocated level of risk).

The Whistleblower will, if the Company deems it appropriate and permissible to do so, be provided with initial feedback and informed on a continuing basis as to the nature and progress of the investigation.

The Company may be required to refer an allegation of Reportable Conduct to the Police or other agency (e.g. ASIC). In such circumstances, Cedar Woods may not be able to keep a Whistleblower informed on the progress of a Protected Disclosure.

## Investigation findings

Cedar Woods will apply principles of procedural fairness and natural justice to the conduct of any investigation and resultant findings arising under this policy.

The WPO (or the Chair of the Audit and Risk Management Committee if applicable) leading any investigation will report their findings to the Audit and Risk Management Committee and advise the recommended course of action (if any) that the Company should take in response to the findings. Such action may include a disciplinary process or another form of escalation of the report within or outside of the Company and its subsidiaries.

The Audit and Risk Management Committee will determine the action (if any) to be taken. If appropriate, and subject to any applicable confidentiality, privacy or legal constraints, the WPO (or the Chair of the Audit and Risk Committee Management if applicable) may notify the Whistleblower of the conclusion of the investigation and the action taken.

## Protections

Whistleblowers will not be discriminated against, victimised or disadvantaged in their employment or engagement with Cedar Woods, even if the report is subsequently determined to be incorrect or not substantiated.

The Company will investigate any reports of adverse action taken against the Whistleblower, including thoroughly investigating reports of victimisation. If proven, those who have engaged in such behaviour may be subject to disciplinary proceedings and potential criminal and civil liability under the *Corporations Act 2001 (Corporations Act)*.

## Confidentiality and privacy

Cedar Woods will make all reasonable steps to reduce the risk that the Whistleblower will be identified as a result of the disclosure and to ensure the identity of a Whistleblower remains confidential throughout the investigation process. Cedar Woods will not disclose a Whistleblower's identity unless:

- the Whistleblower consents to the disclosure of their identity;
- disclosure of the Whistleblower's identity is compelled by law;
- disclosure is necessary to prevent a serious threat to any person's health or safety; or
- it is necessary to protect or enforce the Company's legal rights or interests or to defend any claims.

Whistleblowers can report anonymously. Any supervisor or manager who receives a Whistleblower report must not disclose that report to anyone other than a WPO or the Chair of the Audit and Risk Committee.

Unauthorised disclosure of the Whistleblower's identity or information from which the identity of the Whistleblower could be inferred will be regarded as a disciplinary matter and will be dealt with in accordance with Cedar Woods' disciplinary procedures. In some circumstances, disclosure of the Reportable Conduct and the identity of the Whistleblower or information that is likely to lead to the disclosure of the Whistleblower's identity may be a criminal and civil offence under the Corporations Act.

In circumstances where, for any reason, the identity of the Whistleblower is known outside of the investigation process, Cedar Woods will take reasonable steps to protect the Whistleblower from retaliatory or discriminatory action where it has sufficient authority to do so. Cedar Woods has no power to offer any person immunity against prosecution in the criminal jurisdiction or from any civil action which may be brought against the Whistleblower or the Company.

## **Record keeping and accountability**

Cedar Woods' Company Secretary is the officer responsible for:

- communicating this policy to Cedar Woods' business units and members;
- maintaining a records of all whistleblowing incidents and actions taken under this policy, so that the policy can be periodically reviewed; and
- otherwise ensuring maintenance and adherence to this policy.

## **Policy updates**

This policy may be amended, ceased or replaced at the sole discretion of Cedar Woods.