Whistleblower Policy

PURPOSE

Research Australia is committed to operating legally and ethically, with honesty, integrity and sound governance. The Company encourages eligible persons to report suspected misconduct or an improper state of affairs or circumstances without fear of reprisal. This Policy explains how to make protected disclosures, the legal protections available, and how the Company will assess, investigate and respond to reports.

This policy will be made available to all the Company employees and officers by the following means:

- SharePoint

This Policy will be effective as of 5 November 2026 and replaces any other policies dealing with Whistleblowers and/or Whistleblower Laws. This policy applies to all Disclosers as defined below.

This Policy is not intended to be contractual in nature.

DEFINITIONS

Discloser(s) – an eligible whistleblower who makes a disclosure that qualifies for protection under the Whistleblower Laws. An eligible whistleblower includes a current or former officer or employee, a current or former supplier of goods or services (paid or unpaid) or their employee, an associate, and certain relatives, dependants and spouses of those persons.

Protected Matters **-** refers to the types of matters which are protected by Whistleblower Laws and the terms of this policy.

Senior Manager **–** refers to an individual that makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the Company or has the capacity to significantly affect the Company's financial standing.

Whistleblower Laws **-** refers to the protections contained in Part 9.4AAA of the *Corporations Act 2001*.

Whistleblowing Officer – the person(s) authorised by the Company to receive and manage whistleblower disclosures. The Chief Executive Officer (CEO) is the primary Whistleblowing Officer. Where a disclosure concerns the CEO, or it is otherwise inappropriate to report to the CEO, the disclosure may be made to the Chair of the Board. Where a disclosure concerns the Board Chair, the disclosure may be made to the Chair of the Audit & Risk Committee.

The Company may appoint an independent alternative contact where necessary to ensure confidentiality, impartiality and appropriate management of conflicts of interest.

POLICY

Disclosures that are protected by Whistleblower Laws

A disclosure is protected by Whistleblower Laws if:

- the disclosure relates to Protected Matters;
- the information is disclosed by a Discloser as identified in this policy or the Act; and
- the disclosure is made to one of the persons identified in this policy or the Act.

The statutory conditions for protection depend on the type and recipient of disclosure. A disclosure to a legal practitioner for advice or representation about the operation of

Whistleblower Laws can qualify for protection even if it does not ultimately concern a Protected Matter.

Protected Matters

Protected Matters include information that the Discloser has reasonable grounds to suspect concerns misconduct or an improper state of affairs or circumstances in relation to the Company or a related body corporate. A Discloser does not need to prove the allegation or act in good faith, but must have objectively reasonable grounds for suspicion.

Protected Matters may include concerns that the Company, a related body corporate, or their officers or employees have engaged in conduct that:

- constitutes a contravention of the Corporations Act 2001, the ASIC Act, the Superannuation Industry (Supervision) Act 1993, the Banking Act 1959 or any insurance or life insurance statutes;
- constitutes an offence against a law of the Commonwealth which is punishable by imprisonment for 12 months or more; and/or
- represents a danger to the public or the financial system.

Other examples may include fraud, bribery, corruption, misuse of funds or assets, serious governance failures, falsification of records, serious breaches of legal obligations or concealment of such conduct.

A disclosure relating solely to a personal work-related grievance is generally not protected under the Corporations Act whistleblower regime. However, an employment grievance may qualify if it has significant implications beyond the Discloser, concerns alleged misconduct covered by the legislation, concerns detriment or threatened detriment for whistleblowing, or is disclosed to a legal practitioner for advice about whistleblower protections.

- the information concerns a grievance in relation to the Discloser's employment or former employment which has implications for the Discloser personally; and
- the information does not have significant implications for the Company that do not relate to the Discloser; and
- the information does not concern misconduct or an improper state of affairs or circumstances of the kind protected by the Whistleblower Laws.

Examples of personal work-related grievances include interpersonal conflicts between the Discloser and other employees, decisions regarding engaging, transferring or promoting a Discloser and decisions to discipline a Discloser or suspend or terminate the engagement of a Discloser.

A disclosure may be protected even if it is ultimately unsubstantiated, provided the statutory conditions are met. Knowingly false reports are not protected merely because they are labelled whistleblower disclosures.

Who can make disclosures about Protected Matters?

An eligible whistleblower may make a disclosure anonymously and may remain anonymous during and after an investigation. Eligible whistleblowers include:

- a current or former employee or officer of the Company or a related body corporate;
- a current or former supplier of goods or services to the Company (whether paid or unpaid), including contractors and volunteers;
- a current or former employee of a supplier of goods or services to the Company; or
- an associate of the Company, or a relative, dependant or spouse of an eligible person as specified in the Corporations Act.

There is no requirement for a Discloser to identify themselves to be protected by Whistleblower Laws. That is, protected disclosures may be made anonymously.

The Company will take reasonable steps to facilitate anonymous reporting, including by allowing a pseudonym or confidential two-way communication where practicable.

Disclosing a Protected Matter

A disclosure of a Protected Matter may qualify for statutory protection when made to an eligible recipient, including:

- ASIC, APRA or another Commonwealth authority prescribed by regulation;
- a legal practitioner for the purposes of obtaining legal advice or representation in relation to Whistleblower Laws;
- an officer or senior manager (refer to 'Definitions' section of this Policy) of the Company or its related bodies corporate;
- an auditor or member of an audit team conducting an audit on the Company or its related bodies corporate;
- an actuary of the Company; and/or
- a person authorised by the Company to receive protected disclosures, including its Whistleblowing Officer.

The Australian Taxation Office may be an appropriate recipient for disclosures covered by the separate tax whistleblower protections in the Taxation Administration Act 1953. Those rules have different eligibility and disclosure requirements.

Disclosures to Journalists and/or Politicians

A disclosure to a journalist or member of an Australian Parliament is only protected as a public interest or emergency disclosure when every statutory requirement is met. An earlier internal disclosure alone does not satisfy the requirement for a prior regulatory disclosure. Independent legal advice should be obtained before making such a disclosure.

Public interest disclosures

A public interest disclosure to a journalist or member of an Australian Parliament may be protected only if all of the following requirements are satisfied:

- the Discloser previously made a qualifying disclosure of the same information to ASIC, APRA or another prescribed Commonwealth authority;
- at least 90 days have passed since the previous disclosure was made;
- the Discloser does not have reasonable grounds to believe that action is being or has been taken to address the previous disclosure;
- the Discloser has reasonable grounds to believe that making a further disclosure of the information to a member of Parliament or journalist would be in the public interest;
- after the 90-day period, the Discloser has given written notice to the same regulator identifying the earlier disclosure and stating the intention to make a public interest disclosure;
- the extent of information disclosed is no greater than is necessary to inform the journalist or member of Parliament of the relevant misconduct or improper state of affairs.

Emergency disclosures

An emergency disclosure to a journalist or member of an Australian Parliament may be protected only if all of the following requirements are satisfied:

- the Discloser previously made a qualifying disclosure of the same information to ASIC, APRA or another prescribed Commonwealth authority;
- 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 the natural environment;
- the Discloser has given written notice to that regulator identifying the earlier disclosure and stating the intention to make an emergency disclosure;
- the extent of information disclosed is no greater than is necessary to inform the journalist or member of Parliament of the substantial and imminent danger.

Confidentiality

In circumstances where a disclosure is protected by Whistleblower Laws, persons are prohibited from disclosing the identity of a Discloser or disclosing information that is likely to lead to the identification of the Discloser.

The identity of a Discloser, or information likely to identify them, may be disclosed only with the Discloser's consent or where specifically permitted by law, including disclosure to ASIC, APRA, the Australian Federal Police or a legal practitioner for advice about whistleblower protections. Other statutory exceptions may apply.

Information about the allegations (other than the Discloser's identity) may be disclosed where reasonably necessary to investigate, provided all reasonable steps are taken to reduce the risk of identifying the Discloser. The Company will restrict access to records, use secure storage and avoid unnecessary circulation of identifying information. Appropriate recipients may include:

- the Whistleblowing Officer, an authorised senior manager or a suitably independent Board representative, where not implicated in the disclosure;
- an independent investigator or authorised HR representative engaged to assess or investigate the concerns; and
- a person responding to allegations, to the extent necessary for procedural fairness without unnecessarily revealing the Discloser's identity.

Any breach of these confidentiality protections attracts significant fines for both individuals and companies.

Discloser Immunity

A Discloser who makes a qualifying protected disclosure has statutory protections against certain civil, criminal and administrative liability for making the disclosure and against enforcement of contractual remedies based on the disclosure. These protections do not provide immunity for the Discloser's own misconduct, and the information disclosed may still be admissible in proceedings concerning false information.

No contract of employment or contract for services can be terminated on the basis that a protected disclosure constitutes a breach of contract.

The Company will not prevent a person from contacting regulators, seeking independent legal advice or exercising legal rights.

Victimisation

Whistleblower Laws prohibit any person or company from:

- engaging in any conduct that causes detriment to any person because that person (or another person) made a disclosure about a Protected Matter pursuant to Whistleblower Laws; or
- making threats (express or implied, conditional or unconditional) to cause detriment because a person has made, may make, proposes to make or could make a protected disclosure.

Where a person or company engages in breaches of these protections, significant fines apply and persons who are adversely affected may obtain compensation orders from a Court concerning any detriment caused.

Persons who have their contracts terminated in contravention of these protections may also have their contracts reinstated by a Court.

PROCEDURE

Procedure for reporting and investigating Protected Matters

A Discloser may report Protected Matters orally or in writing, including anonymously, to the Whistleblowing Officer or another eligible recipient. A report should include relevant facts, dates, persons involved and supporting information where available, but a lack of documentation does not prevent a disclosure.

A manager receiving a potential protected disclosure must promptly and confidentially refer it to the Whistleblowing Officer, unless the manager is implicated or the Discloser has chosen another eligible recipient. The identity of the Discloser must not be circulated without lawful authority.

Where the Discloser is uncomfortable reporting to their manager or believes the Whistleblowing Officer is implicated, they may report directly to another eligible recipient under the Whistleblower Laws, including an officer or senior manager, the Company's auditor, ASIC, APRA or a legal practitioner for legal advice.

Investigations

The Whistleblowing Officer will arrange a confidential preliminary assessment to determine whether the report appears to concern Protected Matters, whether any immediate safety or preservation steps are required, and whether an investigation is appropriate. A person implicated in a report must not control its assessment or investigation.

Any investigation will be proportionate, independent and procedurally fair, with confidentiality and anti-victimisation protections maintained. The Company may appoint an external investigator where appropriate.

The Whistleblowing Officer may alternatively:

- appoint an appropriately qualified and impartial person or entity to investigate the relevant matters; or
- refer Protected Matters directly to ASIC, APRA or the Australian Federal Police.

The process and timing of each investigation will depend on the circumstances. The Whistleblowing Officer or independent investigator will ordinarily consider whether:

- the allegations are substantiated; and
- responsive action needs to be taken in order to address any established misconduct or other improper state of affairs.

The Company will determine and document appropriate corrective action and, where practicable and lawful, provide the Discloser with updates and an outcome summary without compromising confidentiality or privacy.

Immunity, fair treatment and protection for Disclosers

The Company will support Disclosers and take reasonable steps to protect them from detriment, including assessing risks to their safety and wellbeing, maintaining confidential communications where practicable, and responding promptly to concerns about retaliation. Support and safeguards may include:

- Acknowledging reports where contact is possible, assessing the allegations and arranging appropriate inquiries or investigations;
- Implementing investigation processes which are procedurally fair to both Disclosers and respondents to allegations.
- With the Discloser's consent where appropriate, appointing a suitable contact to monitor treatment, assess risk of retaliation and provide access to available support services;
- Communicating this policy and training relevant officers, managers and staff about reporting, confidentiality and anti-victimisation obligations;
- Taking appropriate disciplinary action against any employees or contractors that breach the victimisation or confidentiality provisions of the Whistleblower Laws.

Persons named in a disclosure will be treated fairly, with information shared only as necessary and an opportunity to respond to adverse allegations before findings are made where appropriate.

Breaches of this Policy

All employees and contractors of the Company are required to comply with this policy at all times as well as with Whistleblower Laws.

Non-compliance with this policy or Whistleblower Laws may result in disciplinary action up to and including termination of employment or termination of a contractor's services.

VARIATION AND REVIEW

Research Australia reserves the right to vary, replace or terminate this policy from time to time. Unless altered earlier, this policy will be reviewed every 2 years.