



RACINGSA

**WHISTLEBLOWER
POLICY**

WHISTLEBLOWER POLICY

1. INTRODUCTION

Racing SA Ltd (Racing SA) is committed to a culture of high integrity and ethical behaviour in fulfilling its responsibilities to its shareholders and stakeholders and to comply with the *Corporations Act 2001 (Cth)* and in all of its operations and interactions.

This policy complements Racing SA's Anti-Bullying, Anti-Corruption and Grievance policies.

2. PURPOSE

The purpose of this policy is to encourage the reporting of serious conduct or wrongdoing that is of legitimate concern to Racing SA by providing a convenient and safe reporting mechanism that ensures protection for anyone who makes a disclosure.

This policy defines who can make a protected disclosure (**Whistleblower**), identifies who can receive a protected disclosure (**Eligible Recipient**) and establishes a process for Whistleblowers to make a protected disclosure (**Report**) and a corresponding process for Racing SA to address reports from Whistleblowers. Any person who raises a concern and makes a disclosure of a serious nature (for example unethical, illegal, corrupt or other inappropriate conduct) should not be subject to victimisation, harassment or discriminatory treatment. This policy sets out the avenues available to Whistleblowers to report serious wrongdoing to Racing SA and how Racing SA will deal with any such reports.

3. SCOPE

This policy applies to the following types of people and Whistleblowers:

- Racing SA Employees;
- Racing SA Directors;
- Racing SA Shareholders;
- Racing SA Race Club Committee members;
- Racing SA Volunteers;
- Racing SA Race Club Committee volunteers;
- Racing SA Contractors (including employees of contractors);
- Consultants to Racing SA; and
- Suppliers to Racing SA

4. REPORTABLE CONDUCT

Any conduct or wrongdoing that is genuinely believed to be in breach of the law or Racing SA's policies should be reported in accordance with this policy.

Reportable Conduct includes, but is not limited to, any conduct that involves:

- illegal activities (including, but not limited to, theft, dealing in or use of illicit drugs, violence, harassment, intimidation or threatened violence and criminal damage against property);
- dishonest behaviour
- fraudulent or corrupt activity, including financial fraud or bribery;
- perverting the course of justice;
- unlawful, corrupt or irregular use of company funds or practices;
- unethical behaviour, including anything that would breach any Racing SA policy or the Rules of Racing, which includes any form of discrimination, harassment or bullying;
- improper or misleading accounting or financial reporting practices;
- a breach of any legislation relating to Racing SA's operations or activities;
- behaviour that is oppressive, unjust, discriminatory or grossly negligent (including gross mismanagement, serious or substantial waste of Racing SA's resources or repeated breaches of administrative procedures);
- any behaviour that poses a serious risk to the health and safety of any person at the workplace;
- a serious risk to public health, public safety or the environment;
- an improper state of affairs in relation to Racing SA;
- any other conduct which may cause loss to Racing SA or be otherwise detrimental to the interests of Racing SA or any of its employees; and
- the deliberate concealment of information tending to show any of the conduct listed above.

Reportable Conduct does not include personal work-related grievances. Personal work-related grievances include, but are not limited to, interpersonal conflicts between the Whistleblower and another employee, or a decision relating to the engagement, transfer or promotion of the Whistleblower. Such grievances should be addressed by the appropriate Racing SA Manager or the Racing SA CEO in accordance with the Racing SA Grievance Policy and Procedure, the provisions of any relevant Employment Agreement and the *Fair Work Act 2009 (Cth)*.

5. RESPONSIBILITY TO REPORT

It is expected that any person becoming aware of any Reportable Conduct will notify the appropriate personnel as per this policy in order to maintain Racing SA's integrity and ethical behaviour.

6. PROTECTION OF WHISTLEBLOWERS

Racing SA will take all reasonable steps to ensure that a legitimate Whistleblower will not be subject to any form of victimisation, discrimination, harassment, demotion, dismissal, threats or prejudice because they have made a Report, even if the disclosure is subsequently determined to be incorrect or is not substantiated. This also applies to anyone providing information related to an investigation pursuant to this policy.

Racing SA will take all reasonable steps to protect the identity of a Whistleblower and will adhere to statutory requirements in respect of the confidentiality of Reports made. In appropriate cases, disclosure of the identity of a Whistleblower or the allegation made may be unavoidable, such as if court proceedings result from a Report pursuant to this policy.

This policy will not protect a Whistleblower if they are also involved in, or connected with, the misconduct or wrongdoing reported.

6.1 Reporting on Reasonable Grounds

A Report may have serious consequences, including potential damages to the career prospects and reputation of people who are the subject of allegations of misconduct or wrongdoing. Therefore, it is very important that those who make a report under this policy do so with reasonable grounds for believing that the information is correct or likely to be correct.

Racing SA takes very seriously any Reports made under this policy and will look particularly unfavourably on any false reports or claims. To the extent applicable, disciplinary action may be taken against anyone who makes a report that is not on reasonable grounds.

A Report will not be considered to be made on reasonable grounds if it is frivolous, vexatious, raised for a malicious reason, for personal gain or an ulterior motive, or if it is not based on facts and/or circumstances that provide a reasonable basis for the report. Repeated reports about trivial matters may also be considered not to be made on reasonable grounds and if so, will not be investigated under this policy.

6.2 Anonymous Reporting

A Report can be made anonymously however it may be difficult for the matter to be properly investigated without the Whistleblower's identity. If further legal action is taken on the reported matter, it may become necessary for a Whistleblower to identify themselves. If the Whistleblower wishes to benefit from statutory protections provided under the Corporations Act 2001 (Cth), they may have to disclose their name. In these instances, Racing SA will continue to take all reasonable steps to protect the Whistleblower from any possible reprisal, however Whistleblowers are encouraged to provide their identity to enable a robust process to be undertaken.

7. PROCEDURES

7.1 Making a Report to an Eligible Recipient

Any employee of Racing SA who has reasonable grounds to suspect that Reportable Conduct has occurred is encouraged to first discuss the matter informally with their direct line manager in order to determine if serious misconduct or wrongdoing has occurred. This provides an opportunity to clarify the conduct in question, ask questions and determine if the conduct is Reportable Conduct under this policy. At all times, these discussions must remain confidential.

If this is not considered appropriate, or the conduct has already been confirmed as Reportable Conduct, or if the person who has grounds to suspect that Reportable Conduct has occurred is not an employee of Racing SA, then a Report should be made to an Eligible Recipient.

An Eligible Recipient is the:

- Racing SA CEO; or
- Racing SA Chairman; or
- Chair of the Governance Committee; or
- Chairman of Stewards

Reports should be made to the Racing SA CEO. If the Report involves the CEO or a Racing SA Director, then the matter should be reported to the Racing SA Chairman or the Chair of the Governance Committee (as applicable).

Where possible, the Report of Reportable Conduct should be in writing and should contain, as appropriate, details of:

- (a) the nature of the alleged breach;
- (b) the person or persons believed to be responsible for the breach;
- (c) the facts on which the Whistleblower's belief that a breach has occurred are based; and
- (d) the nature and whereabouts of any further evidence that may substantiate the Whistleblower's allegations, if applicable.

Reports should provide specific, adequate and pertinent information regarding the conduct with respect to, among other things, dates, places, specific activities, persons/witnesses, amounts and other relevant information, in order to allow for a reasonable investigation to be conducted.

7.2 Investigation

Any Reports of alleged or suspected misconduct or wrongdoing made under this policy will be properly assessed, and if appropriate, inquired into or independently investigated. The CEO (or Chairman as appropriate) will determine the appropriate method and personnel for an investigation. In appropriate cases, assistance may be sought from internal or external specialists as deemed necessary.

During an investigation, an investigator must conduct sufficient inquiry to be able to determine conclusions and any recommendations regarding the Report.

The investigator and any specialists involved in the investigation shall be allowed access to all relevant materials, documents and records and all personnel must co-operate fully with the investigator.

Any investigations will be conducted in a fair and independent manner and all reasonable efforts will be made to preserve the confidentiality of an investigation.

Information contained in reports and provided by Whistleblowers in the course of an investigation will be kept confidential, except as required by law or where disclosure is necessary to regulatory authorities, law enforcement agencies or professional advisors to Racing SA.

A Whistleblower must keep confidential the fact that a report has been made (subject to any legal requirements) to avoid jeopardising an investigation.

During an investigation, Racing SA will also take reasonable steps to fairly treat any person who is the subject of a Report.

7.3 Investigation Findings

On conclusion of the investigation, the investigator must prepare a report of the findings for the CEO, Chairman or Chair of the Governance Committee (as the case may be) which should include recommendations for steps to be taken to prevent the misconduct from occurring in the future, as well as any action that should be taken to remedy any harm or loss arising from the misconduct, including disciplinary proceedings against the person responsible for the conduct, and the referral of the matter to appropriate authorities, as is deemed necessary.

The Whistleblower will be kept informed of the progress, findings and conclusion of an investigation by the investigator, subject to privacy and confidentiality considerations.

Where a person is identified as being suspected of possible wrongdoing or misconduct, but preliminary enquiries determine that the suspicion is baseless or unfounded and that no formal investigation is warranted, then the Whistleblower will be informed of this outcome and the matter concluded with no further action.

The CEO, Chairman or Chair of the Governance Committee (as the case may be) will decide whether the person named in the Report should be informed that a Report was lodged and found to be baseless upon preliminary review. This decision will be based on a desire to preserve the integrity of a person so named and to protect the Whistleblower.

Where an investigation is conducted and the investigator believes there may be a case for an individual to respond to, the investigator must ensure that a person who is the subject of a Report:

- Is informed of the substance of the allegations;
- Is given a fair and reasonable opportunity to answer the allegations before the investigation is finalised;
- Has their response set out fairly in the investigator's report; and
- Is informed about the substance of any adverse conclusions in the investigator's report that affects them.

Where adverse conclusions are made in an investigator's report about an individual, that individual has a right to respond to those conclusions prior to any action being taken by Racing SA against them.

All relevant parties must adhere to the determination and any recommendations of an investigation or inquiry held under this policy.

7.4 Reporting to a Member of Parliament or Journalist

Protection will only be offered by Racing SA to any Whistleblower who informs a Member of Parliament (MP) or journalist of concerns about Reportable Conduct if:

- (a) The Whistleblower has previously made a Report regarding the matter to an Eligible Recipient and either:
 - i. at least 90 days have passed since the Report was made; and
 - ii. the Whistleblower does not have reasonable grounds to believe that action is being, or has been taken to address the Report; and
 - iii. the Whistleblower has reasonable grounds to believe that making a further Report would be in the public interest; or
 - iv. the Whistleblower has reasonable grounds to believe that the information concerns a substantial and imminent danger to the health and safety of a person, persons, or the environment; and
- (b) The Whistleblower provides prior written notification to Racing SA that:
 - i. includes sufficient information to identify the previously made Report;
 - ii. clearly states that the Whistleblower intends to make a public interest disclosure or an emergency disclosure pursuant to this section of the policy; and
 - iii. the information disclosed is no greater than necessary to inform the MP or journalist of the misconduct or the otherwise improper state of affairs.

8. BREACH OF THIS POLICY

Racing SA is committed to protecting and respecting the rights of a Whistleblower who reports wrongdoing or misconduct on reasonable grounds under this policy. Racing SA will not tolerate any reprisals or threats of reprisals against a Whistleblower, or against a Whistleblower's colleagues, employer or relatives.

Any such retaliatory action or victimisation in reprisal for a Report made under this policy will be treated as serious misconduct and will result in disciplinary action, which may include dismissal. In some circumstances, it may be illegal, in which case Racing SA may notify the Australian Securities and Investments Commission or the appropriate state or federal police.

9. REVIEW

This policy will be subject to review by the Racing SA Board on a two (2) year basis, or as determined by the Board.

10. IMPLEMENTATION

This policy was implemented by the Racing SA Board on 29 November 2019.