



# **THE PAYTON GROUP WHISTLEBLOWER POLICY**

**Dated: September 2019**

**Commercial-in-Confidence**

**Version: 1.0**

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## WHISTLEBLOWER POLICY

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### 1 Introduction

Payton Capital Limited (ACN 163 122 478) is a corporation established pursuant to the *Corporations Act 2001* and is registered with APRA as Category Other (small). Payton Capital, together with its subsidiaries, form the Payton Group (**Payton**). Payton holds two Australian Financial Services Licenses (**AFSL**); an Australia Credit Licence (**ACL**); and a Real Estate Licence.

Whistleblowing processes – or systems for encouraging and protecting staff who speak up about wrongdoing – are vital to achieving integrity, good governance and freedom from corruption. Speaking up about any issues or concerns we have is an important way to ensure that Payton continues to embody our Investment Philosophy of active and ethical management.

Whistleblowers play an important role in identifying and calling out misconduct and harm to clients and the community. To encourage Whistleblowers to come forward with their concerns, and protect them when they do, the *Corporations Act 2001* gives certain people legal rights and protections as Whistleblowers.

### 2 Scope

Individuals may seek to report incidents confidentially by making a protected disclosure (**Whistleblowers**). Protections extended to Whistleblowers under this policy potentially apply to disclosures made by our employees, contractors, service providers, vendors and suppliers or their family members.

This Policy will be made available to officers and employees of Payton and will be available on the Payton website for the information of third parties and family members.

### 3 Purpose

The purpose of this policy is to encourage the reporting of matters that may cause harm to individuals or financial or reputational damage, and enable Payton to deal with reports from Whistleblowers in a way that will protect the identity of the Whistleblower and protect Whistleblowers from reprisal by any person internally or externally.

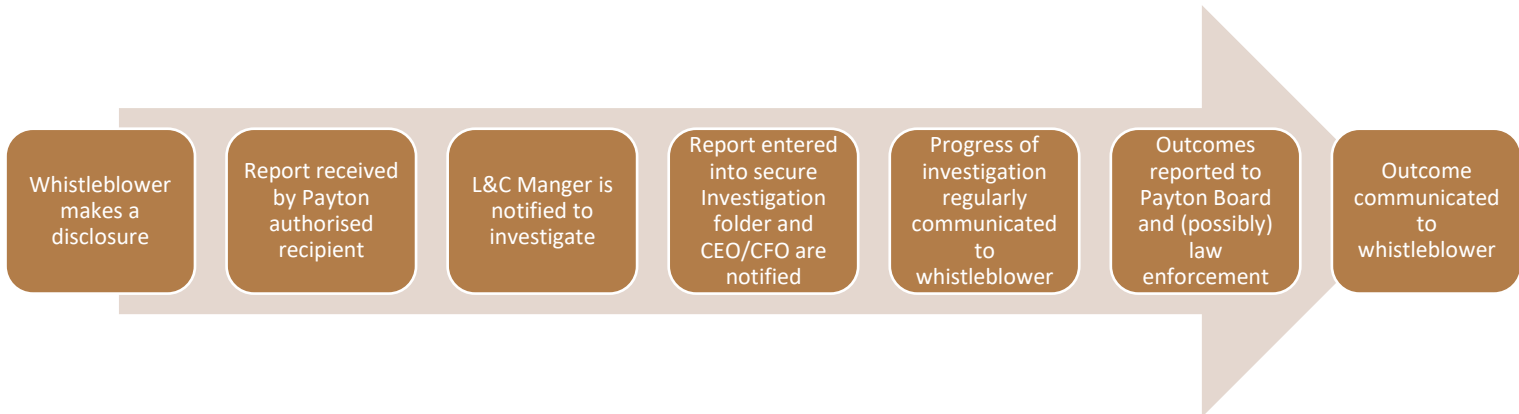
This policy outlines:

- Type of disclosures which will be protected
- Protections extended to Whistleblowers by Payton
- How to make a disclosure
- How Payton will manage matters raised by disclosures

### 4 Processes for investigating Whistleblower Reports

Payton takes all reports seriously. The following flow-chart helps you to understand who is involved in managing and investigating matters, should you make a disclosure.

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### 5 Who can be a Whistleblower?

Under the *Corporations Act 2001*, Whistleblowers may be:

- Our current or former employees, contractors or business associates
- Any employee of a third party that provides Payton with goods or services
- A relative or dependent of any individual above.

### 6 What kinds of disclosures will be protected?

If you have reasonable grounds to believe there is any misconduct (meaning a breach of law or regulation) or an improper state of affairs or circumstances that relates to Payton, disclosing that matter in one of the ways described below will be a protected disclosure. You do not need to know exactly which law or obligation has been breached as long as you reasonably believe it is an obligation of Payton's, or relates to an improper state of affairs.

Reasonableness depends on the circumstances of each case but, unless there is evidence to the contrary, we will assume any Whistleblower was acting reasonably by raising their concerns.

You are not required to investigate the matter personally or collect evidence to support your report. Reporting on a matter will be an internal monitored process of investigation.

### 7 Are there any disclosures that won't amount to a protected disclosure?

Whistleblower protections are not extended, by law, to individuals who use Whistleblowing avenues to report on a personal work-related grievance. This means that if you voice a concern about a matter that:

- Relates to your employment, former employment and/or the choice to vary or cancel a contract with you

AND

- that information doesn't relate to misconduct, alleged misconduct, an improper state of affairs and circumstances at Payton

then the matter will not be a protected disclosure.

That does not mean your concern should not be raised and cannot be escalated. Rather than being a Whistleblower matter, employment or contracting related concerns should be raised with the Chief Finance Officer or Legal & Compliance Manager.

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### 8 How can I make a protected disclosure?

You can report incidents either in person, by email or phone. Payton has designated the following roles as Authorised Recipients that you may safely raise your concerns with:

- Senior Manager
- Legal & Compliance Manager who is a subject-matter expert and is recommended to be your first step
- Any of our Executive Officers (CEO or CFO)
- Any of our Directors

When speaking to the above individuals, please raise from the outset that you are intending the disclosure to remain confidential, and/or you are intending to make a Whistleblower report. Anyone to whom a disclosure can be made has been provided with training so they understand and will protect your rights as a Whistleblower, as well as knowing what next steps to take to bring your matter to the right place.

### 9 Can I make an anonymous disclosure?

Payton supports your ability to make disclosures, which are totally confidential. Due to the size of our organisation it is difficult to make a disclosure anonymously, however when reporting the disclosure, you can advise that you wish to remain anonymous to anyone outside of the authorised person you have disclosed to. In all cases, your matter will be taken seriously, investigated and actioned. Disclosure made via phone or in writing can be made anonymously.

### 10 Protection for Whistleblowers

If you make a disclosure, you are entitled, by law, to the below protections:

- Your identity will be kept confidential. Both your identity and any information that is likely to lead to your identification will only be shared where it is reasonably necessary for the purposes of investigating the matter, and will not be shared with anyone else or for any other purpose.
- There is no retaliation for making a Whistleblower report. If you make a protected disclosure, you will be protected from any:
  - Disciplinary processes – such as termination, changes being made to the substance of your role with Payton, or other changes being made to your employment or engagement agreement
  - Civil, criminal or administrative impacts – for example, Payton must not seek to enforce any contractual or other remedies against you for making the disclosure
  - Use of the disclosure as evidence against you in criminal proceedings, except where information is false.

### 11 What happens if I am named in a disclosure made by someone else?

Payton ensures the fair treatment of the subjects of disclosures, and any individuals to whom disclosures relate, by having a trained team with members from Compliance and the Executive team. Investigators are concerned with reviewing the substance of any allegations made in a disclosure prior to recommending any actions in response to a report.

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### 12 What do I do if I am not seeing any progress since my report?

The progress of any investigation will be regularly communicated to the Whistleblower, including upon request, together with the outcome. When a Whistleblower prefers to remain anonymous, how to communicate will be agreed at the time of reporting the incident. You can also choose to not receive updates. You are encouraged to contact the Legal & Compliance Manager to follow up on any report, as required. We note that, depending on the complexity of the matter, investigations can take some time to be finalised.

### 13 Policy Review

This Policy is to be reviewed and updated, where appropriate, annually or as otherwise determined by the Board. The Legal & Compliance function will manage the review process; the review will be endorsed by the Risk & Compliance Committee; and approved by the Payton Board.

Version	Amendments	Last reviewed	Next review date	Responsibility
1.0	First release	Aug 2019	Aug 2020	Legal & Compliance Manager

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