

Scope

DFP Recruitment's Whistleblower Policy applies to all employees, who, for the purpose of this policy, shall be taken to mean executives, managers, employees, casual employees, contractors, third party providers, brokers, auditors and former employees of DFP.

Purpose

DFP's Whistleblower Policy complements DFP's Code of Conduct which reinforces our culture of open communication, doing what is right, and encouraging and supporting employees to speak up and report corrupt, illegal, dishonest or undesirable conduct.

DFP has established the DFP Whistleblower Policy for the following reasons:

1. To encourage the 'blame free' reporting of matters that may amount to breaches of statutory, regulatory or codified obligations (including the Corporations Act 2001);
2. To promote a healthy and balanced culture of compliance throughout DFP;
3. To promote a healthy and safe working environment;
4. To reinforce the perception and the reality that DFP is committed to, and serious about, its corporate governance obligations; and
5. To confirm DFP's commitment to protecting Whistleblowers from retaliation or adverse action as a result of reporting a matter.

Early detection of 'Reportable Conduct' allows DFP to take appropriate action that could limit the potential financial impact and reputational risk that may result.

What is Reportable Conduct

You may make a report under this policy if you reasonably believe that an employee or a person who has business dealings with DFP has engaged in Reportable Conduct which includes (but is not limited to):

1. Dishonest, corrupt or illegal activities;
2. Theft, fraud, money laundering or misappropriation;
3. Giving rise to the possibility of causing financial or non-financial loss to DFP, or might otherwise be detrimental to the interest of DFP. Examples include bribery or money laundering, improper use of company property or funds or the use of improper accounting, internal control, actuarial, audit or tax methods.
4. A serious breach of policies and procedures;
5. Offering or accepting a bribe;
6. Use of DFP company funds or DFP resources in a manner that falls within the scope of Reportable Conduct;
7. Damage/sabotage, violence, drug & alcohol sale/use;
8. Risks to the health and safety of workers;
9. Unethical conduct;
10. The exploitation of workers or work seekers, including all forms of modern slavery;
11. Bullying, discrimination, harassment or abuse;
12. Victimising someone for reporting Reportable Conduct;
13. Recrimination against someone because they participated in an investigation or review;
14. Any instruction to cover up or attempt to cover up serious wrongdoing.

Protected Disclosures

DFP 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, harassment, adverse employment consequences or claims by DFP as a result of having made the report. A

“Protected Disclosure” is a report of Reportable Conduct made in accordance with this Policy. To be protected under this Policy, a Whistleblower must:

- a) Be acting honestly, in good faith, with genuine or reasonable belief that the information in the allegation is true or likely to be true;
- b) Make the disclosure in accordance with this Policy; and
- c) Not themselves have engaged in serious misconduct or illegal conduct in relation to the Reportable Conduct;
- d) Any allegations that prove not to be substantiated and which prove to have been made maliciously or known to be false will be viewed as a serious disciplinary offense.

The Whistleblower must, at all times during the reporting process, continue to comply with this Policy. In circumstances where, for any reason, the identity of the Whistleblower is known outside of the investigation process, DFP will take reasonable steps to protect the Whistleblower from retaliatory or discriminatory action where it has sufficient authority to do so.

DFP 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. Whistleblowers should be aware that, in some jurisdictions, making an allegation directly to a government authority without using DFP’s internal procedure may result in the loss of Whistleblower protection available under this Policy.

It should also be noted that in some jurisdictions, in addition to the protections provided for under this Policy, a person making an allegation of Reportable Conduct *may* be protected by local law from civil and/or criminal proceedings, and, against retaliatory or discriminatory action as a result of having made an allegation protected by applicable local law.

Disclosing Reportable Conduct

A Protected Disclosure may be made using the reporting channel outlined below. A Whistleblower may use any of the following channels of communication to make a report:

- 1. Writing directly to at least two of the Whistleblower Protection Officers (“WPO”) – see below for WPO contact information; or
- 2. 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 at least two of the WPOs. In the event a Whistleblower does not formally make a Protected Disclosure, DFP may nevertheless be compelled to act on the information provided if that information reasonably suggests Reportable Conduct has occurred or may occur.

All reportable conducted must be reported to **three** WPOs and in all instances must be copied to the Manager, People and Performance, at least one other WPO from Table 1 and one WPO representative from Table 2 (provided the Manager, People and Performance is not named in the report). Those who are not named in the report will then determine how the matter should be investigated. Each of the following DFP Employees are a WPO:

Table 1: DFP WPOs

Manager, People and Performance
Chief Executive Officer
Chief Finance Officer

Table 2: Group WPOs

Matt Beath (matt.beath@willgroup.com)
Hiroshi Kitamura (hskitamura@willgroup.co.jp)
Albert Kwong (albert.kwong@willgroup.com)
Satoshi Kitagawa (s.kitagawa@willgroup.co.jp)
Yusuke Nishigori (ynishigori@willgroup.co.jp)

Employees may communicate with regulators at any time in relation to reportable conduct.

Anonymity

When it is requested, anonymity will be strictly observed (unless disclosure of the Employee's identity is required by law). All reports are taken seriously and anonymity is respected. However, Employees are encouraged to provide their names where possible, as it is not always possible to fully investigate anonymous reports.

Process overview

1. An Employee becomes aware of Reportable Conduct.
2. The Employee is encouraged to use DFP's normal reporting and issue resolution processes which involves raising the matter with an immediate manager or another senior manager, unless those procedures are not appropriate in that particular instance (e.g. because the Employee wishes to remain anonymous or the person who they would normally report the conduct to is involved).
3. The immediate manager or supervisor must disclose Reportable Conduct to two WPOs.
4. If the Employee does not feel comfortable using DFP's normal reporting processes, the Employee may report the conduct directly to at least two of the WPOs.
5. If the Employee has requested to remain anonymous, their name and email address will not be passed on.
6. When it is requested, anonymity will be strictly observed (unless disclosure of the Employee's identity is required by law). All reports are taken seriously, however it may not be possible to fully investigate anonymous reports.
7. The WPO will assess the report and refer it to the appropriate channel for investigation in accordance with the 'Investigating Reportable Conduct' section below.
8. DFP is committed to protecting all Whistleblowers from retaliation or adverse action as a result of reporting a matter. All Employees who report conduct in good faith will be protected to the full extent required by law.

Investigating Reportable Conduct

1. The WPO is responsible for reviewing reports and referring them for investigation.
2. The WPO who first receives a report may nominate another WPO to carry out the WPO role when necessary or appropriate to maintain the integrity of the Whistleblower process.
3. Reportable conduct will be referred for investigation on a confidential and strictly 'need to know' basis, having regard to any potential conflicts of interest and any concerns the Employee expresses about the involvement of particular personnel.

4. If the report relates to an Executive or Director of the company, the WPO will then initiate an independent investigation, which may include the retention of outside counsel, in relation to the matters raised in the report. For all other reports, the WPO may refer the matter to the person or business unit that they consider to be most appropriate in the circumstances, including People & Performance, Finance / Audit.
5. The investigative team, with the consent of the relevant WPO, may request to contact an employee who makes a disclosure in order to seek further information.
6. The responsibility for ensuring investigations are completed thoroughly and in a timely manner rests with the investigator. However, the WPO will monitor the progress of the investigation, update the WPOs listed in Table 1 on the progress and the employee may express any concerns about the process or complaints of retaliation to the WPO, who may escalate the issue as appropriate (including to the Chairman of the Board where warranted). Retaliation against a Whistleblower (or any member of the investigation team) will not be tolerated.
7. Support is also available to employees under the Employee Assistance Program.
8. All investigations will be conducted in a manner that is consistent with the rules of natural justice and devoid of bias or prejudice against the employee or any person against whom the allegation is made. Employees who have disclosed reportable conduct will generally be given feedback, subject to any privacy, confidentiality or legal concerns.
9. All procedural matters and investigation notes will be saved by the WPO in a dropbox provided by Will Group, which is only accessible by the WPOs.

Protection for Whistleblowers

DFP is committed to protecting all Whistleblowers from retaliation or adverse action as a result of reporting a matter. All employees who report conduct in good faith will be protected to the full extent required by law. Where the Whistleblower qualifies for protection under the Corporations Act or any other law, the WPO is responsible for ensuring that this protection is provided. While all reasonable steps will be taken to protect Whistleblowers, DFP is not able to provide the same level of protection to personnel who are not directly employed by DFP at the time of the report, including former employees and external third parties. DFP has adopted procedures designed to protect a Whistleblower who acts honestly. Any employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment.

DFP will focus on the quality of the information concerning the reportable conduct, not the motivation of the Whistleblower.

Training and Accountability

People and Performance will ensure that the Whistleblower Policy (or a summary of it) is published on the DFP intranet and take reasonable steps to ensure that (Permanent) employees are aware of, and understand the DFP Whistleblower Policy, and the types of behaviour or scenarios that are reportable, including through induction procedures and regular training.

Any disclosures of reportable conduct will be retained in DFP's confidential Whistleblowing Register for no less than 7 years. The Whistleblowing Register will not reveal the identity of any employees that made the disclosure (either directly or by implication) and strict procedures will be adopted in relation to accessing the register.

Governance

DFPs Whistleblowing Policy will be reviewed annually by People and Performance to ensure that it remains effective and relevant to DFP and that it continues to comply with relevant laws. The Board is responsible for the overall governance of DFP's Whistleblower program. The Board, through the Chairman, will hold the Chief Executive Officer accountable for the implementation and effectiveness of the program as "Executive Champion".



Kate Coath
Chief Executive Officer
DFP Recruitment Services
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