

# Group Whistleblower Policy

30 June 2023

**BlackWall Limited (ASX:BWF) (ABN 37 146 935 131)**

**WOTSO Property (ASX:WOT)**

A stapled security comprising:

WOTSO Limited (ACN 636 701 267)

BlackWall Property Trust (ARSN 109 684 773)

Planloc Limited (ACN 062 367 560)

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<b>Policy Manager</b>	
<b>Policy Manager</b>	Company Secretary
<b>Approval Authority</b>	
<b>Approval Authority</b>	Board
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## 1 Policy purpose and application

BlackWall Limited and WOTSO Property (collectively the **Group**) is committed to the protection of individuals who disclose information about illegal or improper conduct that may occur within the Group. This policy has been adopted to provide a safe and confidential environment where such concerns can be raised by whistleblowers without fear of reprisal or detrimental treatment.

This policy sets out:

- who is entitled to protection as a whistleblower under this policy;
- the protections whistleblowers are entitled to under this policy; and
- how disclosures made by whistleblowers in accordance with this policy will be handled by the Group.

All officers, employees and contractors of the Group must comply with this policy.

This policy is available to all officers and employees of the Group and can be found in the Corporate Governance section of our website ([blackwall.com.au](http://blackwall.com.au)).

## 2. Who is eligible for whistleblower protection under this policy?

To be treated as a whistleblower under this policy you must:

- be one of the individuals set out in section 2.1;
- disclose information regarding the type of matters set out in section 2.2; and
- disclose that information to one of the persons set out in section 2.3.

This policy also protects those who are entitled to whistleblower protection under the Australian whistleblower laws (see section 7 of this policy).

### 2.1 Who may make a disclosure?

Disclosures can be made by a current or former:

- a) officer or employee of the Group;
- b) contractor or supplier of goods and services to the Group, or their current and former employees;
- c) associate of the Group; or
- d) family member of an individual mentioned above.

You may choose to disclose information anonymously if you wish.

### 2.2 What types of matters can be disclosed?

Disclosures can be about improper conduct which you suspect on reasonable grounds has occurred or is occurring within the Group, including conduct by an officer or employee of the Group. However, disclosures cannot be made under this policy about solely personal work-related grievances. Such matters will be dealt with in accordance with the Group's Code of Conduct and Complaints Handling and Dispute Resolution Procedures (as amended and/or updated from time to time).

Examples of disclosable matters include:

- misconduct or an improper state of affairs or circumstances in relation to the Group, including in relation to:
  - corporate governance;
  - accounting or audit matters;
  - tax affairs, or the tax affairs of an associate of the Group; or
  - substantial mismanagement of Group resources;
- illegal conduct at the Group, or by an officer or employee of the Group, such as fraud, corruption, bribery, theft, violence, harassment or intimidation, criminal damage to property or other breaches of applicable laws;
- conduct that is contrary to, or a breach of, our policies (including our Code of Conduct which is available under the Corporate Governance section of our website ([www.BlackWall.com.au/about-BlackWall/company](http://www.BlackWall.com.au/about-BlackWall/company)) or this policy);
- conduct at the Group that represents a danger to the public (including public health, safety or the environment);
- conduct at the Group which amounts to an abuse of authority; or
- conduct which may cause financial loss to the Group or damage to its reputation or be otherwise detrimental to the Group's interests.

### 2.3 Who should I disclose to?

To ensure appropriate escalation and timely investigation of matters under this policy, the Group encourages reports to be made in writing or by phone to Don Bayly or a Disclosure Coordinator.

Don Bayly can be contacted by:

Phone +61 402 027 192

Email [ddbaylyf@bigpond.net.au](mailto:ddbaylyf@bigpond.net.au)

Subject to the confidentiality obligations in section 3, Don Bayly will provide the details of your disclosure to a Disclosure Coordinator.

Our **Disclosure Coordinators** are the:

- Company Secretary; and
- Chief Operating Officer.

Please refer to Schedule 1 (Contact Details) for details of our Disclosure Coordinators.

Alternatively, you can make a disclosure to any one of the following:

- a) an officer or senior manager within the Group;
- b) an auditor or member of an audit team conducting an audit on the Group;
- c) if the disclosure concerns the Group's tax affairs or the tax affairs of an associate of the Group:
  - i. the Group's registered tax agent or BAS agent; or

- ii. an employee or officer at the Group who has functions or duties relating to its tax affairs and who you consider may be assisted in their role by knowing that information; or
- d) directly to the Australian Securities and Investments Commission or the Australian Taxation Office as relevant to the nature of the report.

### **3 Confidentiality**

#### **3.1 Whistleblower identity must be kept confidential**

Subject to section 3.2, the identity of a whistleblower (or information that is likely to lead to their identity becoming known) must be kept confidential unless the whistleblower has consented to the disclosure.

#### **3.2 Permitted exceptions**

The identity of a whistleblower (or information that is likely to lead to their identity becoming known) may be disclosed without the whistleblower's consent if the disclosure is made to:

- a) an inhouse or external lawyer for the purpose of obtaining legal advice or legal representation in relation to the operation of the Australian whistleblower laws;
- b) the Australian Federal Police;
- c) the Australian Securities and Investments Commission;
- d) the Australian Prudential Regulatory Authority; or
- e) the Australian Commissioner of Taxation if the disclosure concerns the Group's tax affairs or the tax affairs of an associate of the Group.

#### **3.3 Provision of whistleblower information to a court or tribunal**

No person at the Group may disclose or produce to a court or tribunal any information or documents which discloses the identity of a whistleblower (or information likely to lead their identity becoming known) without seeking the advice of the Company Secretary or Chief Operating Officer.

### **4 Prohibition against victimisation**

No person at the Group may cause or threaten any detriment to any person for a reason which includes that they or any other person:

- a) is or proposes to be a whistleblower; or
- b) is suspected or believed to be, or could be, a whistleblower.

"**Detriment**" includes but is not limited to:

- dismissal;
- injury of an employee in their employment;
- alteration of an employee's position or duties to their disadvantage;
- discrimination, harassment or intimidation;

- harm or injury including psychological harm;
- damage to property, reputation or business of financial position; and
- taking action against a whistleblower to enforce a right (for example, a breach of confidentiality) or subjecting them to any liability or action simply because they have made a disclosure.

However, a whistleblower may be held liable for any personal misconduct revealed by their disclosure or an investigation following a disclosure.

## **5 Investigations of information disclosed under this policy**

When a disclosure is made which may fall under this policy, the following steps must be followed except where, in the opinion of the Disclosure Coordinator, it would be inappropriate or unreasonable in the circumstances to do so:

- a) any person listed in section 2.3 who receives the information must provide the information to a Disclosure Coordinator as soon as practicable, removing any information which identifies or may identify the discloser of the information (the potential whistleblower) prior to doing so (unless the potential whistleblower has provided their consent to that disclosure);
- b) as soon as practicable, the Disclosure Coordinator responsible for the matter must determine whether the disclosure falls within the scope of this policy and, if so, appoint an investigator with no personal interest in the matter to conduct an investigation into the matters disclosed, if they determine it to be necessary or appropriate;
- c) the investigator must conduct any investigation in an objective and fair manner, ensuring to provide any employee who has been adversely mentioned in information provided by a whistleblower an opportunity to respond to the allegations made in respect of them prior to any adverse findings being made;
- d) the outcome of the investigation must be reported to the Board or its delegated subcommittee, and may be reported to the whistleblower and any persons affected as the Disclosure Coordinator considers appropriate;
- e) subject to the exceptions allowed under section 3.2 of this policy or otherwise by law, the identity of a whistleblower (or information that is likely to lead to their identity becoming known) must be kept confidential at all times during and after the investigation (including in any reporting to the Board or to any persons affected). All persons responsible for or involved in an investigation must take all reasonable steps to reduce the risk that a whistleblower will be identified; and
- f) a whistleblower may raise any concerns or complaints regarding this policy or their treatment with the Disclosure Coordinator.

## **6 Reporting to the Board or its delegated committee**

Subject to the confidentiality obligations in section 3, the Company Secretary must provide the Board or its delegated subcommittee quarterly reports on all material whistleblower matters, including information on:

- a) the status of any investigations underway; and
- b) the outcomes of any investigations completed and actions taken as a result of those investigations.

## 7 How this policy interacts with Australian whistleblower laws

By making a disclosure in accordance with this policy, you may be afforded protection under Australian whistleblower laws.

While this policy principally deals with internal disclosures of information, Australian whistleblower laws also protect some types of disclosure made to external parties (such as to legal representatives, the Australian Securities and Investments Commission (ASIC), to the Australian Commissioner of Taxation, members of parliament or journalists). Any person who is a whistleblower under Australian whistleblower laws must be treated in accordance with, and is entitled to, protections afforded by, this policy.

For more information about these laws, see the information available on the ASIC website and the ATO website.

## 8 Policy review

This policy must be reviewed by the Company Secretary at least every 2 years to ensure it is operating effectively. Any recommended changes must be approved by the Board or its delegated subcommittee.

The Company Secretary is hereby authorised to make administrative and non-material amendments to this policy provided that any such amendments are notified to the Board or its delegated committee at or before its next meeting.

## 9 Consequences for non-compliance with policy

Any breach of this policy by an officer, employee or contractor will be taken seriously by the Group, and may be the subject of a separate investigation and/or disciplinary action.

A breach of this policy may also amount to a civil or criminal contravention under the Australian whistleblower laws, giving rise to significant penalties.

## 10 Definitions

Unless the context requires, italicised terms in this policy have the following meaning:

**associate** means any individual who is an associate within the meaning of the *Corporations Act*; or if the disclosure relates to our tax affairs, an associate within the meaning of section 318 of the *Income Tax Assessment Act 1936* (Cth).

**Australian whistleblower laws** means either or both of regimes contained in Part 9.4AAA of the *Corporations Act* and Part IVD of the *Taxation Administration Act 1953* (Cth).

**Corporations Act** means the *Corporations Act 2001* (Cth).

**detriment** has the meaning given in section 4 of this policy.

**Disclosure Coordinators** means the person(s) identified in section 2.3 of this policy.

**family member** means a:

- spouse, parent, child, sibling or other relative of an individual; or

- dependent of the individual or their spouse.

**officer** has the same meaning as in the *Corporations Act* (which includes but is not limited to directors and company secretaries).

**personal workplace grievances** means a grievance about any matter in relation to an individual's employment or former employment which has, or tends to have, implications only for the individual personally, and where the information does not:

- a) have significant implications to the entity to which it relates, or any other entity, that does not relate to the individual;
- b) concern whistleblower victimisation (see section 4 of this policy); or
- c) concern the following types of misconduct or an improper state of affairs or circumstances:
  - i. a criminal offence or contravention of the *Corporations Act* or *Australian Securities and Investments Commission Act 2001* (Cth) suspected to have been committed by the Group, or an officer or employee of the Group;
  - ii. a Commonwealth criminal offence punishable by more than 12 months imprisonment suspected to have been committed by the Group, or an officer or employee of the Group;
  - iii. a danger to the public or the financial system posed by the Group, or an officer or employee of the Group; or
  - iv. misconduct or an improper state of affairs or circumstances in relation to the Group's tax affairs, or the tax affairs of an associate of the Group.

**relative** has the same meaning as in the *Corporations Act*.

**senior manager** means any member of our executive leadership team (being those persons, other than a director or company secretary, the Group considers make, or participate in making, decisions that affect the whole, or substantial part, of the Group or have the capacity to affect significantly the Group's financial standing).

**spouse** means the married, de facto or registered partner of the individual.

**tax affairs** means affairs relating to any tax imposed by or under, or assessed or collected under, a law administered by the Australian Commissioner of Taxation.

**whistleblower** means a person who is eligible for protection as a whistleblower under this policy or under the Australian whistleblower laws.



## Schedule 1 - Contact Details

The contact details for the Group's Disclosure Coordinators as at the date of this document are:

<b>Company Secretary</b> Agata Ryan  50 Yeo Street NEUTRAL BAY NSW 2089  Telephone: +61 2 9033 8611 Mobile: +61 403 834 734  Email: aryan@blackwall.com.au	<b>Chief Operating Officer</b> Jessie Glew  50 Yeo Street NEUTRAL BAY NSW 2089  Telephone: +61 2 9033 8611 Mobile: +61 438 691 538  Email: jglew@blackwall.com.au
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