



Crown Resorts Foundation Whistleblower Policy

Crown Resorts Foundation Limited ABN 18 166 324 447
Crown Resorts Foundation Private Ancillary Fund ABN 25 454 812 059

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1. Purpose

In Australia, the *Corporations Act 2001* (Cth) (**Corporations Act**) and the *Tax Administration Act 1953* (Cth) (**Tax Act**) provide certain protections for Eligible Whistleblowers (as defined in section 2 of this Policy) (**Whistleblower Protection Regime**).

This Policy applies to Crown Resorts Foundation Limited and the Crown Resorts Foundation Limited Private Ancillary Fund (the **Foundation**).

This Policy is a practical tool to encourage the reporting of misconduct and wrongdoing. It is important that all individuals who are aware of any such wrongdoing at the Foundation should have the confidence to speak up without fear of detriment.

This Policy describes who can make a disclosure, who it can be reported to, how it can be made, how it will be actioned and investigated and the protections available.

The Foundation may exercise its discretion to address disclosures, which are not covered by the Whistleblower Protection Regime in accordance with this Policy.

2. Eligible Whistleblowers

This Policy applies to any individual that is, or has been, any of the following:

- (a) an employee of Foundation;
- (b) a person who supplies goods or services to the Foundation (whether paid or unpaid), and employees of those suppliers;
- (c) an officer or associate of the Foundation (e.g. a director or secretary of the Foundation); or
- (d) a relative, dependant or a dependant of the spouse of any individual referred to in paragraphs (a) to (c) above,

(each an **Eligible Whistleblower**).

3. Scope of Whistleblower Protection Regime

3.1. Protected Disclosures

Eligible Whistleblowers are afforded protections under the Whistleblower Protection Regime if the following conditions are met:

- (a) the disclosure is made to any of the following:
 - (i) an Eligible Recipient (as defined in section 4 of this Policy);
 - (ii) a legal practitioner (other than a legal practitioner employed by the Foundation) for the purpose of obtaining legal advice or legal representation in relation to the operation of the protections available under the Whistleblower Protection Regime;

- (iii) the Australian Securities and Investments Commission (**ASIC**) or the Australian Prudential Regulation Authority (**APRA**) or a prescribed Commonwealth authority (for the purposes of the Corporations Act); or
 - (iv) the Commissioner of Taxation or a registered tax or BAS agent who provides tax agent or BAS services to Crown (for the purposes of the Tax Act); and
- (b) the Eligible Whistleblower has reasonable grounds to suspect that the information concerns misconduct or an improper state of affairs or circumstances in relation to the Foundation or indicates that the Foundation or any employee or officer has breached certain laws.

For the avoidance of doubt, disclosures which do not comply with the above conditions will not be afforded protections under the Whistleblower Protection Regime.

3.2. Misconduct / Improper State of Affairs

Misconduct or an improper state of affairs or circumstances in relation to the Foundation include:

- (a) fraud, negligence, default, breach of trust or breach of duty;
- (b) failure to comply with, or breach of, a legal or regulatory requirement;
- (c) a breach of a legal obligation by the Foundation or by any officer or employee of the Foundation, including money laundering, misappropriation of funds or offering or accepting a bribe;
- (d) conduct which poses danger to the health and safety of an individual;
- (e) any systemic issue that the relevant regulator should know about to properly perform its functions;
- (f) conduct that relates to dishonest or unethical behaviour and practices;
- (g) information that indicates a significant risk to the stability of, or confidence in, the financial system; or
- (h) victimisation under section 6.3 of this Policy.

3.3. Personal Work-related Grievances

A disclosure does not qualify for protection under the Whistleblower Protection Regime to the extent that the information disclosed:

- (a) concerns a personal work-related grievance that relates to a current or former employee of the Foundation (such as an interpersonal conflict, disciplinary action including suspension or termination of employment or variation of employment conditions);
- (b) does not have any implications for the Foundation; and
- (c) does not concern a contravention, or an alleged contravention, of the prohibition of victimisation under the Whistleblower Protection Regime as set out in section 6.3 of this Policy.

In limited circumstances, a personal work-related grievance may qualify for protection under the Whistleblower Protection Regime, including where the discloser suffers from or is threatened with detriment for making a disclosure.

Personal work-related grievances should be raised with a Human Resources Manager in the first instance.

3.4. Public Interest and Emergency Disclosures

Where an Eligible Whistleblower has previously made a disclosure that meets certain conditions to an eligible regulator, disclosures may be made to Members of Parliament or journalists if the requirements set out in section 1317AAD of the *Corporations Act* for public interest and emergency disclosures are met (as applicable).

An Eligible Whistleblower should contact an independent legal practitioner to ensure they understand the criteria for making a public interest or emergency disclosure that qualifies for protection.

4. How Disclosures May be Made

The Foundation is committed to identifying and addressing wrongdoing as early as possible. Where an Eligible Whistleblower is aware of or suspects misconduct or an inappropriate state of affairs or circumstances, the Eligible Whistleblower is encouraged to disclose that information to STOPLine or to another Eligible Recipient as soon as reasonably practicable.

Disclosures may be made by Eligible Whistleblowers to Eligible Recipients in writing, in person or via telephone.

Disclosures may be made anonymously or on a confidential basis and still qualify for protection under the Whistleblower Protection Regime. Eligible Whistleblowers can refuse to answer questions that they feel could reveal their identity during follow-up conversations. Eligible Whistleblowers, however, are encouraged to consent in writing to having their identity disclosed as this will assist in a more effective investigation of the matter and will enable the Foundation to keep the Eligible Whistleblower informed of the progress of the investigation, the frequency of which may vary depending on the nature of the disclosure.

At the least, anonymous Eligible Whistleblowers should maintain two-way communication with the Eligible Recipient, so that the Foundation can ask follow-up questions or provide feedback.

Individuals who require additional information as to the application of the Whistleblower Protection Regime are encouraged to seek independent legal advice.

4.1. STOPLine

Eligible Whistleblowers are encouraged to contact STOPLine to make a disclosure under this Policy. STOPLine is an independent and confidential service which is available 24 hours a day, seven days a week. STOPLine's contact details are set out below:

Phone: 1300 30 45 50 (within Australia) or +61 3 9811 3275 (outside Australia)
Fax: 03 9882 4480 (within Australia) or +61 3 9882 4480 (outside Australia)
Email: crown@stopline.com.au
Mail: c/o STOPLine
Locked Bag 8
HAWTHORN VIC 3122

App: Stopline365 (available to download free from the Apple iTunes store and Google Play store)

4.2. Eligible Recipients

In addition to STOPLine, the following individuals may receive disclosures directly in accordance with this Policy:

- (a) an Officer (including Directors) or Senior Manager of the Foundation;
- (b) an auditor, or a member of the audit team conducting an audit, of the Foundation; or
- (c) an actuary of the Foundation,

(each an **Eligible Recipient**).

The above Eligible Recipients can be contacted by calling 03 9292 8888 (within Australia) or +61 3 9292 8888 (outside Australia).

5. Investigations

5.1. Procedure

Where a disclosure is made under this Policy, the Foundation will need to make preliminary enquiries to decide whether it falls within the Whistleblower Protection Regime, is covered by this Policy and a full investigation is necessary.

Eligible Recipients should refer all disclosures made under this Policy to the Crown Resorts Limited (**Crown**) Internal Sources Management Committee (**ISM Committee**) in the first instance.

The ISM Committee will administer matters under this Policy on behalf of the Committee and will be the primary vehicle for the management of disclosures made under this Policy.

5.2. Internal Sources Management Committee

- (a) The ISM Committee will include the following members:
 - (i) Crown's Group General Manager – Regulatory and Compliance (Chair); and
 - (ii) either of the Company Secretary or Crown's Chief Legal Officer – Australian Resorts, or both.

Other individuals will be included as members of the ISM Committee as determined on a case by case basis.

- (b) If a disclosure involves a member of the ISM Committee or any of their direct reports, that member shall be excluded from the investigation process for that particular disclosure;
- (c) The ISM Committee will escalate matters as required;
- (d) The ISM Committee will meet as required to:

- (i) review any information received from an Eligible Whistleblower and determine if the matter should be investigated and if so, who should conduct the investigation (either internally or externally);
 - (ii) review and approve the scope of the proposed investigation;
 - (iii) oversee the conduct of any investigation; and
 - (iv) ensure that matters are investigated in a reasonably efficient manner.
- (e) The ISM Committee will appoint an appropriate person to support an Eligible Whistleblower who makes a disclosure under this Policy and who requests support. It is the appointed person's responsibility on behalf of the ISM Committee to ensure that the welfare and rights of the Eligible Whistleblower are protected in accordance with this Policy.
- (f) The Chair of the ISM Committee will act as the point of contact with the Eligible Whistleblower. The Chair will be responsible for providing feedback to the Eligible Whistleblower via, where applicable, STOPLine.
- (g) Where an Eligible Whistleblower has not authorised the disclosure of their identity or has remained anonymous, then, if reported through STOPLine, the Eligible Whistleblower will be able to receive feedback from the Foundation regarding their disclosure via STOPLine using a code and confidential password.

5.3. Fair Treatment of Employees Named in a Disclosure

It is important that all investigations of disclosures made under this Policy are conducted in a procedurally fair and confidential manner, to ensure the fair treatment of any individuals named in the protected disclosure or to whom the protected disclosure relates.

The Foundation will take reasonable steps to ensure that those employees against whom a disclosure is made are provided with support and/or assistance by the Foundation.

Before any action is taken against a person under this Policy, the Foundation will ensure due process is observed. Disciplinary action will only be taken where there is cogent evidence of the alleged misconduct or improper state of affairs or other conduct falling within the scope of the Whistleblower Protection Regime.

6. Protections Available to Eligible Whistleblowers

6.1. Introduction

The Foundation will support Eligible Whistleblowers who disclose matters on a bona fide basis. Specific protections are available to Eligible Whistleblowers for disclosures which qualify for protection under the Whistleblower Protection Regime.

The Foundation will conduct investigations in a manner which is fair in all of the circumstances and will also have regard to the protections afforded to the Eligible Whistleblower and the privacy and fair treatment of persons referred to in the disclosure, including those to whom the disclosure relates.

Protections will not apply to deliberately false or vexatious disclosures or complaints.

6.2. Protection of Identity and Confidentiality

For disclosures which qualify for protection under the Whistleblower Protection Regime, strict confidentiality obligations apply.

The identity or any information that may lead to the identification of an Eligible Whistleblower must be kept confidential unless one of the following exceptions applies:

- (a) the Eligible Whistleblower has consented to the disclosure of their identity;
- (b) the Eligible Whistleblower's identity is not disclosed but disclosure of information that is likely to lead to the identification of the Eligible Whistleblower is reasonably necessary for the purposes of investigating a matter; or
- (c) the disclosure is made to:
 - (i) a member of the Australian Federal Police;
 - (ii) ASIC or APRA (in relation to disclosures which qualify for protection under the *Corporations Act*);
 - (iii) the Commissioner of Taxation (in relation to disclosures which qualify for protection under the *Tax Act*);
 - (iv) a legal practitioner (other than a legal practitioner employed by the Foundation) for the purpose of obtaining legal advice or legal representation in relation to the operation of the protections under the *Corporations Act*; or
 - (v) a body prescribed by the relevant regulations.

Where one of the exceptions above does not apply, the Foundation will take appropriate measures to maintain the confidentiality of an Eligible Whistleblower's identity.

6.3. Protection Against Victimization

For disclosures which qualify for protection under the Whistleblower Protection Regime, it is unlawful for a person to:

- (a) engage in conduct that causes any detriment to an Eligible Whistleblower or another person because the person engaging in the conduct believes or suspects that the Eligible Whistleblower or another person made, may have made, proposes to make, or could make, a protected disclosure under the Whistleblower Protection Regime; or
- (b) make a threat (whether express or implied, conditional or unconditional, intentional or reckless) to cause any detriment to an Eligible Whistleblower or another person because the Eligible Whistleblower or another person has made, or may make, a protected disclosure.

For the purposes of this Policy, detriment includes dismissal, injury or harm, demotion, discrimination, harassment or intimidation, threats, damage to property, reputation or a person's business or financial position or other unfavourable treatment connected with making a disclosure.

If a person suffers detriment or threatened detriment by another person's conduct that is in contravention of the Whistleblower Protection Regime, the person may apply to the court for an order of compensation or another remedy against those involved.

Some actions are not detrimental conduct. For example, administrative action that is reasonable to protect an Eligible Whistleblower from detriment and managing an Eligible Whistleblower's unsatisfactory work performance, where this is in line with the Foundation's performance management framework.

6.4. Additional Protections for Eligible Whistleblowers

For disclosures which qualify for protection under the Whistleblower Protection Regime, Eligible Whistleblowers are afforded the following protections:

- (a) the Eligible Whistleblower will not be subject to any civil, criminal or administrative liability (including disciplinary action) for making the disclosure;
- (b) no contractual or other remedy may be enforced, and no contractual or other right may be exercised, against the Eligible Whistleblower on the basis of the disclosure;
- (c) if the disclosure was a disclosure of information to ASIC or APRA (for the purposes of the *Corporations Act*) or to the Commissioner of Taxation (for the purposes of the *Tax Act*), the information is not admissible in evidence against the person in criminal proceedings or in proceedings for the imposition of a penalty, other than proceedings in respect of the falsity of the information disclosed; and
- (d) if the Eligible Whistleblower or another person suffers detriment, as set out in section 6.3 of this Policy, the individual may be entitled to compensation or other remedies.

These protections do not however grant immunity for any misconduct an Eligible Whistleblower has engaged in that is revealed in their disclosure.

Disclosures that qualify for protection under the Whistleblower Protection Regime may also amount to the exercise of a workplace right. The Foundation and its employees are prohibited under the *Fair Work Act 2009* (Cth) from taking adverse action against employees or contractors because they exercised or propose to exercise any workplace rights.

6.5. Vexatious and Deliberately False Disclosures

An Eligible Whistleblower will only be protected by the Foundation if they have objectively reasonable grounds to suspect that the information that they disclose concerns misconduct or an improper state of affairs or circumstances or other conduct falling within the scope of the Whistleblower Protection Regime.

The protections available under the Whistleblower Protection Regime will not extend to deliberately false or vexatious disclosures or complaints. Deliberately false disclosures are those that an Eligible Whistleblower knows to be untrue. A vexatious or deliberately false disclosure, however, does not include situations where an Eligible Whistleblower reasonably suspects misconduct, but their suspicions are later determined to be unfounded.

Nevertheless, if any investigation of a disclosure demonstrates that it was not made on objectively reasonable grounds, it will not be protected.

Depending on the circumstances, it may be appropriate for the Foundation to take disciplinary action (including termination of employment) against any person who does not have objectively

reasonable grounds for their disclosure. This is to protect the reputations not only of the Foundation but of individuals who may have been unfairly named in the false disclosure.

7. Consequences for Breach of this Policy

All employees of the Foundation are responsible for understanding and complying with this Policy.

Breach of this Policy may be regarded as misconduct and may lead to disciplinary action up to and including termination of employment or engagement, as applicable.

In particular, Eligible Recipients must be aware of their obligations under the Whistleblower Protection Regime to maintain confidentiality of the identity of an Eligible Whistleblower and any information that would lead to the identification of an Eligible Whistleblower, unless one of the exceptions apply as outlined in section 6.2 of this Policy.

8. Access to this Policy

This Policy will be made available at <https://www.crownresorts.com.au/Crown-Resorts-Foundation/Crown-Resorts-Foundation>.

9. Reporting to the Foundation Board

The Foundation Board will be provided with periodic updates of matters reported under this Policy, having regard to the obligations of confidentiality set out in this Policy.

10. Regular Review of Policy

This Policy will be reviewed by the Foundation Board as required from time to time to ensure it remains consistent with the Foundation's objectives and regulatory requirements and recommendations.

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