

WHISTLEBLOWER POLICY

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Policy Snapshot

Titles Queensland is committed to operating its business in accordance with our values: One, Respect, Integrity, Pride and Excellence. Titles Queensland supports and encourages the reporting of any instance or suspicion of misconduct or an improper state of affairs or circumstances involving its business. This Policy describes how reports can be made, how Titles Queensland will investigate those reports and confirms the support and protections available to people who make a report and ensures fair treatment of any person mentioned in a report.

1. Policy objective

Titles Queensland conducts its business based on the principles of fairness, honesty, openness, integrity and respect and supports and encourages Eligible Whistleblowers to report and disclose improper or illegal activities. Titles Queensland will fully investigate such reports and disclosures in accordance with the *Corporations Act 2001* (Cth) (**Corporations Act**) and the *Taxation Administration Act 1953* (Cth).

Titles Queensland strives to address any complaints that allege acts or attempted acts of interference, reprisal, retaliation, threats, coercion or intimidation against those who report, disclose or investigate improper or illegal activities and to protect those who come forward to report such activities.

2. Roles and Responsibilities

This Policy applies to all Employees and all Eligible Whistleblowers who make a report under this Policy.

The following roles and/or groups have specific responsibilities in the development and implementation of this Policy:

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| Board | <ul style="list-style-type: none">• Oversee the whistleblower framework set out in this policy, monitor effectiveness and ensure Titles Queensland protects Whistleblowers from detriment. |
| Eligible Recipients | <ul style="list-style-type: none">• Understand the protections offered to an Eligible Whistleblower by the Corporations Act as summarised in this Policy.• Manage any Reportable Conduct that is reported to an Eligible Recipient in accordance with legislative requirements and this Policy. |
| Employees | <ul style="list-style-type: none">• Read and understand this Policy and report any Reportable Conduct to an Eligible Recipient in accordance with this Policy. |
| General Counsel | <ul style="list-style-type: none">• Report all Qualifying Disclosures made under this Policy or the law to the Board.• Act as the Whistleblower Investigation Officer, or appoint an independent contractor to act, to investigate disclosures and ensure the protection of Eligible Whistleblowers.• Report the outcome of any whistleblower initial assessment or investigation to the Board. |

3. Key terms/ definitions

Eligible Recipient means an Executive, Head of Finance, Head of Risk and Compliance, General Counsel, Company Secretary and a member of the Board.

It also includes:

- ASIC;
- Australian Federal Police;
- an auditor of Titles Queensland;
- Commissioner of Taxation;
- a registered tax agent or BAS agent (within the meaning of the *Tax Agent Services Act 2009* (Cth) who provides tax agent services or BAS services to Titles Queensland; and
- Titles Queensland's confidential reporting service provided by 'Deloitte Halo'.

Eligible Whistleblower means current and former Employees, individual suppliers (and their employees), directors, officers and associates, and certain relatives and dependants of these individuals who make disclosures in accordance with section 1317AAA of the Corporations Act and this Policy.

Employees means all employees and contractors of Titles Queensland, whether on a full time, part time or casual basis.

Executive	means any person who is a member of the “Executive Leadership Team” at Titles Queensland.
Grievances Policy	means Titles Queensland’s Grievances Policy as amended from time to time.
Policy	means this Whistleblower Policy, as amended from time to time.
Reportable Conduct	means illegal, unethical or improper conduct, including misconduct, or an improper state of affairs or circumstances within Titles Queensland or someone connected with Titles Queensland.
Qualifying Disclosure	means a disclosure that complies with section 1317AA of the Corporations Act and meets the following criteria: (a) it relates to Titles Queensland’s operations or conduct; (b) it is made by a Discloser; (c) it is made to an Eligible Recipient; (d) the Discloser has reasonable grounds to suspect the information concerns Reportable Conduct in relation to Titles Queensland.
Titles Queensland	means Queensland Titles Registry Pty Ltd ACN 648 568 101, QFF Registry No.1 Pty Ltd as trustee for the Registry Hold Trust (ACN 647 902 314), and Registry Finance Pty Ltd (ACN 645 947 226).
Whistleblower Investigation Officer	means the General Counsel, an appropriately qualified and independent contractor appointed by the General Counsel, or if the disclosure relates to or is about the General Counsel; the Chief Executive Officer or an appropriately qualified and independent contractor appointed by the Chief Executive Officer.

4. What is Reportable Conduct

4.1 Conduct that is covered by this Policy

A disclosure can be made under this Policy if there are reasonable grounds to suspect that a person has information concerning Reportable Conduct.

Reportable Conduct includes:

- accepting a bribe in return for business favours or commercial advantage;
- conduct which is dishonest, fraudulent or corrupt;
- money laundering;
- dishonestly altering Titles Queensland’s records or data or adopting questionable accounting practices;
- conduct that involves:
 - a substantial misuse of resources, misappropriation of funds or significant financial irregularities;
 - a failure to comply with, or breach of, other legal or regulatory requirements;
 - any modern slavery practices within Titles Queensland’s supply chains or operations, or the supply chains or operations of its suppliers;
 - serious illegal conduct or other offences against laws of the Commonwealth

which are punishable by imprisonment for 12 months or more;

- conduct that is a danger or represents a danger to Employees or the public;
- engaging in or threatening to engage in detrimental conduct against a person who has made a disclosure, or is believed or suspected to have made, or is planning to make, a disclosure under this Policy (a **reprisal**).

4.2 Conduct that is not Reportable Conduct

Reportable Conduct does **not include** complaints relating solely to an Employee's own personal circumstances or work-related grievances, for example:

- an interpersonal conflict between a person and another Employee;
- a decision relating to the engagement, transfer, salary or promotion of a person;
- a decision about the terms and conditions of engagement of a person;
- a decision to suspend or terminate the engagement of a person or otherwise discipline a person.

If an Employee has any concerns about their employment, they should refer to the Grievances Policy. Where a work-related grievance is a Qualifying Disclosure it will be investigated in accordance with this Policy, otherwise the disclosure will be referred to Human Resources for consideration pursuant to the Grievances Policy.

5. How to make a disclosure of Reportable Conduct

Eligible Whistleblowers can report any concern directly to an Eligible Recipient by email, telephone or in person.

Disclosures made by email may be accessible by people other than those to whom they are addressed, for example by an executive assistant or personal assistant. When making a disclosure by email, an Eligible Whistleblower is deemed to have consented to the email potentially being accessed by others, including in accordance with Titles Queensland's Information Security Policy.

An external Whistleblower service is managed by Deloitte Halo, an independent third-party confidential reporting service that provides an anonymous, independent, and accessible whistleblower service which provides a platform for Employees and other stakeholders to disclose Reportable Conduct.

Titles Queensland encourages disclosure to Deloitte Halo by using one of the following secure reporting channels:

Method	Particulars
Phone	1800 325 016
Postal	QTR Whistleblower Service Reply Paid 12628 A'Becket Street Victoria 8006
Email	QTRwhistleblower@deloitte.com.au
Deloitte Halo website	QTRwhistleblower.deloitte.com.au
Facsimile	(03) 9691 8182

Disclosure of Reportable Conduct involving the Chief Executive Officer or a member of the Executive, can be made directly to the Chair of the Board by email

Chair@titlesqld.com.au

If a disclosure of Reportable Conduct is made, the Eligible Recipient must provide a copy of the disclosure to Deloitte Halo (subject to confidentiality requirements to maintain the anonymity of the discloser) to assist with the investigation process and providing updates to the Eligible Whistleblower.

Whilst it is Titles Queensland's preference for disclosures to be made internally or to Deloitte Halo, nothing in this Policy is intended to prevent an individual from disclosing Reportable Conduct or providing any information to an external Eligible Recipient or to a legal practitioner to obtain legal advice or legal representation in relation to the whistleblower provisions.

6. How to make a public interest disclosure or an emergency disclosure

An Eligible Whistleblower may be entitled to support and protections under this Policy in relation to a disclosure of Reportable Conduct made to a journalist or parliamentarian but **only** under certain circumstances.

A **public interest disclosure** qualifies for support and protection under this Policy if:

- (a) the Eligible Whistleblower has previously made a disclosure of Reportable Conduct to ASIC, APRA or another Commonwealth body prescribed by regulation; and
- (b) more than 90 days have passed since the previous disclosure was made; and
- (c) the Eligible Whistleblower has reasonable grounds to believe that no action is or has been taken and that making a further disclosure is in the public interest; and
- (d) before making a further disclosure and after more than 90 days has passed since the previous disclosure was made, the Eligible Whistleblower has given written notice to the entity who received the previous disclosure that the Eligible Whistleblower intends to make a public interest disclosure; and
- (e) the public interest disclosure is made to a member of the Parliament of the Commonwealth, the State or to a journalist; and
- (g) the information disclosed provides no more detail than necessary to inform the recipient of the misconduct or improper state of affairs or circumstances.

An **emergency disclosure** qualifies for support and protection under this Policy if:

- (a) the Eligible Whistleblower has previously made a disclosure of Reportable Conduct to ASIC, APRA or another Commonwealth body prescribed by regulation; and
- (b) the Eligible Whistleblower has reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of person(s) or to natural environment; and
- (c) before making a further disclosure, the Eligible Whistleblower has given written notice to the entity who received the previous disclosure that the Eligible Whistleblower intends to make an emergency disclosure; and
- (d) the emergency disclosure is made to a member of the Parliament of the Commonwealth, the State or to a journalist; and
- (e) the information disclosed provides no more detail than necessary to inform the recipient of the substantial and imminent danger.

7. Anonymous disclosure

An individual may choose to remain anonymous when making a disclosure of Reportable Conduct. Reports will be assessed and investigated in the same way as if the individual's identity was known. The individual may also refuse to answer questions which they believe could reveal their identity including during follow up conversations however, the individual should still maintain ongoing two-way communication so that any follow-up questions may be answered or further information sought for the purpose of investigating the Reportable Conduct.

Titles Queensland recommends using Deloitte Halo if the Eligible Whistleblower chooses to remain anonymous.

Eligible Whistleblowers who identify themselves when making a report helps Titles Queensland to investigate the disclosure. If an Eligible Whistleblower chooses to remain anonymous, there may be some practical limitations in conducting an investigation or in providing updates to the Eligible Whistleblower.

8. Investigating a disclosure of Reportable Conduct

The Whistleblower Investigation Officer will investigate disclosures of Reportable Conduct. Where the Reportable Conduct relates to the General Counsel or their business unit, the Chief Executive Officer will act as the Whistleblower Investigation Officer.

8.1 Preliminary Assessment

The Whistleblower Investigation Officer is responsible for conducting a preliminary assessment of Reportable Conduct received from an Eligible Whistleblower, including through the Deloitte Halo service to maintain the anonymity of the discloser.

The objective of the preliminary assessment is to determine whether the report is or may be a Qualifying Disclosure made by an Eligible Whistleblower and if it requires further investigation. The disclosure will warrant further investigation where there is objective evidence of Reportable Conduct, or a reasonable suspicion that such evidence exists and may be obtained through an investigation.

If it is determined that no further action is required under this Policy, the Eligible Whistleblower and the Board will be notified by the Whistleblower Investigation Officer.

8.2 Carry out an investigation

The Whistleblower Investigation Officer is authorised to investigate Protected Disclosures of Reportable Conduct under this Policy. The Whistleblower Investigation Officer must conduct its investigation fairly and independently and may engage an external investigator who is independent to assist with the investigation.

The Whistleblower Investigation Officer's role is to:

- undertake a fair and independent investigation into the substance of the disclosure to determine whether on the balance of probabilities there is evidence to support the matters raised;
- respect individual confidentiality to the extent possible or as required by applicable law;
- collect available data and verify the reported disclosure;

- conduct interviews with relevant persons, including those accused or implicated by the disclosure in accordance with the rules of procedural fairness; and
- provide updates to the Eligible Whistleblower on the progress of the investigation.

8.3 After an investigation

At the end of an investigation, the Whistleblower Investigation Officer will:

- prepare an investigation report summarising the investigation and setting out any findings;
- notify the Board of the investigation and any findings;
- inform the Eligible Whistleblower, to the extent determined appropriate by the Whistleblower Investigation Officer, of the outcome of the investigation.

If the disclosure is proven, the Board will determine what further action is required. If the disclosure is not proven but there is evidence of other inappropriate conduct, the Whistleblower Investigation Officer will refer the matter to the Chief Executive Officer for further action (for example a breach of policies and procedures such as the code of conduct if it is not Reportable Conduct). Any disciplinary action arising out of an investigation into Reportable Conduct will be dealt with in accordance with Titles Queensland's relevant policies and procedures.

If the disclosure is not proven and there is no evidence of any other inappropriate conduct, no further action will be taken and the Whistleblower Investigation Officer will inform the Eligible Whistleblower.

While the Whistleblower Investigation Officer will prepare an investigation report, the Eligible Whistleblower will not receive a copy of that report.

9. Protections and support are available to Eligible Whistleblowers

9.1 Protection from detrimental conduct

Titles Queensland is committed to ensuring that Eligible Whistleblowers are protected from any threatened or actual detriment connected with making a disclosure under this Policy. A threat may be express or implied or conditional or unconditional.

'Detriment' includes dismissal of an employee, injury of an employee in their employment, alteration of an employee's position or duties to their detriment; discrimination, harassment or intimidation, harm or injury to a person (including psychological harm) and damage to a person's reputation, property, business or financial position.

However, not all actions taken by Titles Queensland will be considered detrimental conduct. Administrative action that is reasonable for the purpose of protecting an Eligible Whistleblower from detriment or the management of work performance, is not detrimental conduct.

If an Eligible Whistleblower has been subject to actual or threatened detrimental conduct or reprisal, they should inform the Whistleblower Investigation Officer, or if the detriment or reprisal is caused by the Whistleblower Investigation Officer, then an Eligible Recipient. If a report of actual or threatened detrimental conduct is made to an Eligible Recipient about the Whistleblower Investigation Officer, the report will be provided to the Chair of the Board.

The Whistleblower Investigation Officer will:

- assess the risk of detriment to the Eligible Whistleblower once a disclosure has

been made;

- take appropriate interim actions which may include temporarily relocating the Eligible Whistleblower or a person who has taken, or is alleged to have taken, the reprisal action or changing the Eligible Whistleblower's reporting line;
- conduct a preliminary assessment of any alleged reprisal;
- where appropriate, conduct or arrange for an investigation in relation to alleged reprisal action; and
- if the alleged reprisal action is substantiated, refer the matter to the Board for further action in accordance with the Grievances Policy.

Anyone found to have engaged in reprisal action may be subject to disciplinary action, up to and including dismissal of an Employee, termination of a contract or other legal action.

9.2 Protection of identity

Titles Queensland and each Eligible Recipient is required to keep the identity of Eligible Whistleblowers or information likely to reveal their identity confidential. Titles Queensland and each Eligible Recipient may only disclose the identity of an Eligible Whistleblower:

- with the consent of the Eligible Whistleblower; or
- if it is reported to a relevant regulator or is otherwise required by law; or
- if it is raised with a lawyer for the purpose of obtaining legal advice or representation about the whistleblower protection laws.

Titles Queensland may disclose non-identifying information (i.e., by redacting personal information) where Titles Queensland has taken reasonable steps to reduce the risk that the individual will be identified.

The Whistleblower Investigation Officer will take the following measures to reduce the risk that a discloser will be identified from information contained in the disclosure or in the investigation report:

- use Deloitte Halo to communicate with a discloser who chooses to remain anonymous;
- redact all personal information or reference to the discloser witnessing an event;
- refer to the discloser in a gender-neutral context;
- where possible, contact the discloser to help identify certain aspects of their disclosure that could inadvertently identify them; and
- ensure the disclosure and all information relating to the disclosure is not provided to or accessible to any person who is not appropriately authorised or qualified to receive the information.

9.3 Other Protections

An Eligible Whistleblower may seek compensation and other remedies through courts if the Eligible Whistleblower suffers loss, damage or injury because of the disclosure, or if Titles Queensland fails to take reasonable precautions and exercise due diligence to prevent detrimental conduct.

An Eligible Whistleblower may be entitled to protection from legal action in relation to breach of a contract or duty of confidentiality, attempted prosecution for unlawfully releasing information (other than for making a false disclosure), and internal disciplinary action for making the disclosure.

9.4 Support

If there are genuine and reasonable grounds to suspect Reportable Conduct, even if the concerns are mistaken, Titles Queensland will support and protect the Eligible Whistleblower and anyone else assisting in the investigation. In addition to the protections from detrimental conduct and protection of identity, the Whistleblower Investigation Officer may offer the following support:

- referrals to Titles Queensland's Employee Assistance Program for confidential counselling and support; and
- providing progress updates regarding the investigation and the implementation of any recommendations following an investigation.

Titles Queensland will also ensure fair treatment of its Employees who make a Qualifying Disclosure.

An Eligible Whistleblower and anyone else assisting in the investigation who is a current Employee or a family member can also access Titles Queensland's Employee Assistance Program. Contact details for Titles Queensland's Employee Assistance Program are available on the Titles Queensland intranet.

10. Access to Policy and training

This Policy is available via both Titles Queensland's public website and intranet.

Titles Queensland Employees must familiarise themselves with this Policy and undertake mandatory Code of Conduct and Ethics training. Eligible Recipients are also required to undertake additional training about their specific obligations and responsibilities under this Policy.

11. Further Information

For more information on whistleblower schemes and protections visit the ASIC links:

- ASIC Information Sheet 238, "Whistleblower rights and protections" Available at: <https://asic.gov.au/about-asic/asic-investigations-and-enforcement/whistleblowing/whistleblower-rights-and-protections/>
- ASIC Information Sheet 239, "How ASIC handles whistleblower reports" Available at: <https://asic.gov.au/about-asic/asic-investigations-and-enforcement/whistleblowing/how-asic-handles-whistleblower-reports/>

12. References

3.08 Information Security Policy

6.02 Code of Conduct and Ethics

6.03 Grievances Policy

ASIC Regulatory Guide 270 Whistleblower policies

Corporations Act 2001 (Cth)

Taxation Administration Act 1953 (Cth)

Tax Agent Services Act 2009 (Cth)