



Whistle Blowing Policy

INTRODUCTION

Ardent Leisure Group (including its associated entities)(the **Group**) strongly supports disclosures being made by employees that disclose unethical conduct, illegality or substantial waste of company assets (for definitions see Appendix A). The Group aims to provide protection to employees who make such disclosures from any detrimental action in reprisal.

PURPOSE

The purpose of this Policy is to establish an internal reporting system for the reporting of disclosures of unethical conduct, illegality or substantial waste of company assets by the Group or its employees. The system enables such internal disclosures to be made to the Nominated Disclosure Officer.

The Policy is designed to complement normal communication channels within the Group. Employees are encouraged to raise appropriate matters at any time with their supervisors, but as an alternative have the option of making disclosures in accordance with the Policy.

Scope of Application

This Policy applies to all **Directors** and **Employees** of all entities within the Group.

Protected Disclosures

What disclosures are protected?

Disclosures are protected under this Policy (**Protected Disclosures**) if they are made:

- In accordance with this Policy;
- Identify or attempt to identify unethical conduct, illegality, or serious and substantial waste of company assets by the Group or its employees;
- Are made by an employee of the Group; and
- Are made voluntarily.

What disclosures are not protected?

A disclosure is not protected under this Policy if it relates to a disclosure which:

- Is made frivolously or spitefully; or
- Is made solely or substantially with the motive of avoiding dismissal or other disciplinary action.

The making of a false or misleading statement when making a disclosure under this Policy constitutes gross misconduct.

Reporting Disclosures under this Policy

Disclosures can be made in accordance with this Policy to the Nominated Disclosure Officer listed in Appendix B.

Where persons contemplating making a disclosure are concerned about publicly approaching one of the officers named above they can request that the relevant officer attend a meeting outside of the usual place of work.

ROLES AND RESPONSIBILITIES

This Policy places responsibilities upon people at all levels within the Group.

Employees

Employees are encouraged to report known or suspected incidences of unethical conduct, illegality or substantial waste in accordance with this Policy.

All Group employees must abstain from any activity that is or could be perceived to be victimisation or harassment of persons who make disclosures. The confidentiality of persons they know or suspect to have made disclosures should be maintained.

Nominated Disclosure Officer

The Nominated Disclosure Officer is responsible for receiving, forwarding and acting upon disclosures in accordance with the Policy. The Nominated Disclosure Officer will:

- Clearly explain to persons making disclosures what will happen in relation to the information received;
- When requested, make arrangements to ensure that disclosures can be made privately and, if necessary, away from the workplace;
- Reduce to writing and date any disclosures received orally (and have the person making the disclosure sign the document);
- The appropriate action to be taken in relation to the disclosure, for example:
 - No action/decline;
 - The appropriate person to take responsibility for dealing with the disclosure;
 - Preliminary or informal investigation;
 - Formal investigation;
 - Disciplinary action;
 - Referral to an investigating authority for investigation or other appropriate action; or
- Deal with disclosures impartially;
- Be responsible for carrying out any internal investigation arising out of a disclosure;
- Report to the Chief Executive Officer on the findings of any investigation and recommended remedial action;
- Take all necessary and reasonable steps to ensure that the identity of persons who make disclosures, and the subjects of disclosures, are kept confidential; and
- Support persons who make disclosures and protect them from victimisation, harassment or any other form of reprisal.

External Disclosures

Disclosures to persons or bodies external to the Group will only be deemed Protected Disclosures if certain conditions are met:

- The person making the external disclosure must have already made the same disclosure through the internal reporting system;
- The employee must have reasonable grounds for believing that the disclosure is substantially true and the disclosure itself must be substantially true; and
- The officer to whom the matter was originally referred has:
 - Decided not to investigate the matter; or
 - Decided to investigate the matter but not completed the investigation within six months of the original disclosure; or
 - Investigated the matter but not recommended any action in respect of the matter;

Rights of Employees

Where investigations or other enquiries do not substantiate disclosures, the fact the enquiry has been carried out, the results of the enquiry, and the identity of persons the subject of the disclosure will be kept confidential, unless the subjects of the disclosures request otherwise.

Any employee being the subject of disclosures has the right to:

- Be informed as to the substance of the allegations.
- Be given a reasonable opportunity to put their case (either orally or in writing) to the Nominated Disclosure Officer.

Before any final decision is taken:

- Where the allegation in a disclosure has been investigated and the person the subject of the allegation is aware of the substance of the allegation that person should be formally advised as to the outcome of the investigation.
- Where the allegations contained in a disclosure are clearly wrong or unsubstantiated, the person the subject of the disclosure is entitled to the support of senior management (the nature of the support could include a public statement of support or a letter setting out management's views that the allegations were wrong or unsubstantiated).

Protection against Reprisals

Any member of staff who believes that detrimental action is being taken against them substantially in reprisal for the making of an internal disclosure in accordance with this Policy should immediately bring the allegations to the attention of the Nominated Disclosure Officer. If the allegation in some way implicates the Company Secretary then the approach should be made to the Chairman in writing marked private and confidential to the registered office address.

Protection against Actions

This Policy provides that a person is not subject to any liability for making a protected disclosure and no action, claim or demand may be taken or made of or against the person for making the disclosure. A person who has made a protected disclosure is taken not to have committed any offence against any legislation which imposes a duty to maintain confidentiality with respect to any information disclosed.

Confidentiality

The disclosure of information that might identify the person who made the disclosure must be kept confidential with the following exceptions:

- The person consents in writing to the release of the information; or
- The principles of natural justice require that the information be disclosed to a person whom the disclosure may concern; or
- The disclosure is in the public interest or is required by law.

Notification of Action Taken

A person who makes a Protected Disclosure must be notified, within six months of the disclosure being made, of the action taken or proposed to be taken in respect of the disclosure.

If a Protected Disclosure is made in accordance with this Policy, the Nominated Disclosure Officer is responsible for the six month notification to the person who made the disclosure.

The notification should contain sufficient information to demonstrate that adequate and appropriate action was taken, or is proposed to be taken, in respect of the disclosure.

REVIEW

This Policy shall be reviewed periodically to ensure that it remains appropriate.

Appendix A

The conduct covered by these terms includes:

Unethical Conduct

Unreasonable

- Decisions or actions inconsistent with adopted guidelines or policy.
- Arbitrary, partial, unfair or inequitable decisions or actions.
- Policy applied inflexibly without regard to the merits of individual cases.
- Decisions or actions based on incorrect or misinterpreted information.
- Failure to properly investigate.

Unjust

- Decisions or actions not justified by any evidence, so unreasonable that no reasonable person could so decide or act.
- Unconscionable decisions or actions.
- Abuse of power, intimidation or harassment.

Illegality

- Decisions or actions contrary to law.
- Decisions or actions contrary to granted authority limits.
- Decisions or actions contrary to lawful and reasonable orders from persons or regulatory authorities with the power to make or give such orders.
- Improper exercise of a delegated power.

Substantial Waste

Substantial waste might be regarded in absolute terms where the waste is regarded as significant, for example \$100,000.

- Misappropriation or misuse of Company Assets.
- Programs not achieving their objectives and therefore the costs being clearly ineffective and inefficient.
- The absence of appropriate safeguards to prevent the theft or misuse of Company assets.
- Purchasing procedures and practices which fail to ensure that goods and services are necessary and adequate for their intended purpose.

Appendix B

Nominated Disclosure Officers

Name: Company Secretary
 Group Manager Internal Audit & Compliance

E-mail: whistleblower@ardentleisure.com