

Whistleblower Policy

March 2024

Background

Whistleblowers are those who sound the alert on suspected unethical, illegal, fraudulent or undesirable conduct by Janison or its officers, employees or agents.

This Whistleblower Policy ("Policy") outlines the processes for dealing with disclosures of Reportable Matters within Janison in a confidential and secure manner without fear of reprisal, discrimination, intimidation or victimisation.

Janison is committed to ensuring the highest standards of integrity and promoting a culture of honest and ethical behaviour, corporate compliance and good corporate governance.

Purpose

The policy is intended to:

- encourage disclosures of wrongdoing;
- help deter wrongdoing, in line with Janison's risk management and governance framework;
- ensure individuals who disclose wrongdoing can do so safely, securely and with confidence that they will be protected and supported;
- ensure disclosures are dealt with appropriately and in a timely manner;
- provide transparency around Janison's framework for receiving, handling and investigating disclosures;
- support Janison's long-term sustainability and reputation;
- meet Janison's legal and regulatory obligations;
- align with ASX Corporate Governance Principles and Recommendations for listed companies.



Scope

This Policy applies to Janison Education Group, and its subsidiaries, worldwide (including Janison Solutions Pty Ltd) ("Janison").

Who can make a report

Reports can be made under this Policy by any current or former:

- officer or employee of Janison (including permanent, part-time, fixed-term or temporary, interns, secondees, managers and directors);
- suppliers, consultants, and contractors of Janison (including their employees, whether paid or unpaid);
- associates of Janison (e.g. a director or company secretary of a related body corporate of Janison); and
- relatives, spouses and dependents of any of the above individuals.

Any of the above individuals who makes a report in accordance with this Policy is a 'Discloser'.

A Discloser may be eligible for protection as a whistleblower under the Corporations Act 2001 (Cth) where certain requirements are met. More information on this is in the Appendix.

Issues that should be reported

A 'Reportable Matter' means any information about Janison (or an officer or employee of Janison) that the Discloser has reasonable grounds to suspect concerns misconduct, or an improper state of affairs or circumstances in relation to Janison. For example, Janison or any of its employees or officers has, or may have, engaged in conduct that:

- constitutes an offence against, or a contravention of the Corporations Act 2001 (Cth), the Australian Securities and Investments Commission Act 2001 (Cth); any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more;



- represents a danger to the public or the financial system (even if it does not involve a contravention of a particular law);
- is a serious breach of any internal policy or code of Janison;
- is illegal (such as theft, use of illicit drugs, violence or criminal damage against property);
- constitutes dishonest, fraudulent or corrupt activity, including bribery, tax evasion, money laundering or misappropriation of funds
- constitutes a danger to health and safety at Janison;
- causes or threatens to cause Detriment to a Discloser who has made a report under this Policy, or who is believed or suspected to have made or be planning to make a report under this Policy; and
- includes deliberate concealment of any of the above matters.

Personal Work-Related Grievances of current or former employees are not covered under this Policy and should be reported to your line manager or People and Culture representative. A “Personal Work-Related Grievance” means a grievance about any matter in relation to the discloser’s employment, or former employment, having (or tending to have) implications for the discloser personally, such as:

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

Reasonable Grounds - a Discloser must have reasonable grounds for a report made under this Policy. However, a Discloser does not need to prove their allegations.

False Reports – individuals who deliberately or knowingly report false information will not be able to access the protections available under this Policy for Disclosers, or any legal protections. The reporting of false information is taken very seriously by Jansion, and individuals who are employees, officers or contractors of Janison may be subject to disciplinary action.

How to report

Janison has several channels for making a report if you become aware of any issue or behaviour that you consider to be a Reportable Matter. For the purposes of this policy to ensure appropriate escalation and



timely investigation, we request that reports are made to any one of our Protected Disclosure Officers listed below:

Ally De Nicola, People Partner

Email: ADeNicola@janison.com

Stuart Halls, CFO

shalls@janison.com

Rebecca Niemiec Group Executive, Customer and Event Support

rniemiec@janison.com

While it is Janison's preference that you raise reports with the Protected Disclosure Officers, you may also contact Janison's Legal Counsel direct to seek further general information or to discuss any areas of concern to you at fmillevoi@janison.com.

Employees are encouraged to make a disclosure to Janison's internal Protected Disclosure Officers in the first instance. Janison would like to identify and address wrongdoing as early as possible. This approach is intended to help build confidence and trust in our whistleblower policy, processes and procedures. If a Discloser is unable to use any of the above channels for reporting, a report can be made to an Eligible Recipient within Janison. 'Eligible Recipients' in relation to Janison are:

- officers, directors and senior managers;
- internal or external auditors (Stanton International Audit and Consulting Pty Ltd, Level 2, 22 Pitt Street, Sydney), or a member of an audit team conducting an audit.

When making a report to an Eligible Recipient, the Discloser must first inform the Eligible Recipient that they wish to make a report under this Policy, so that the Eligible Recipient can make appropriate arrangements in relation to confidentiality.

Anonymous Reports - Disclosers are encouraged (but not required) to disclose their identity when making a report. A discloser is entitled to adopt a pseudonym for the purpose of their disclosure if they so wish and can make an anonymous report here. This may be appropriate where the discloser prefers to not to disclose their identity to others, however, Disclosers providing their identity will assist Janison to:



- monitor their wellness and protections against Detriment (as defined in Clause 7 below); and
- investigate their report and obtain further information from them to complete the investigation.

Further information on anonymity protections is set out in the Appendix.

Protection of Whistleblowers

Janison is committed to ensuring confidentiality in respect of all matters raised under this policy, and that those who make a report are treated fairly and do not suffer detriment (including dismissal, demotion, harassment, discrimination, disciplinary action, bias, threats or other unfavourable treatment connected with making a report). If you are subjected to detrimental treatment as a result of making a report under this policy you should inform a Protected Disclosure officer or senior manager within your relevant division immediately; or raise it in accordance with paragraph 5 of this policy.

Protection of your identity and confidentiality - subject to compliance with legal requirements, upon receiving a report under this policy, Janison will only share your identity as a whistleblower or information likely to reveal your identity if:

- you consent;
- the concern is reported to the Australian Securities and Investment Commission (ASIC), the Australian Prudential Regulation Authority (APRA), the Tax Commissioner or the Australian Federal Police; or
- the concern is raised with a lawyer for the purpose of obtaining advice or representation.

If Janison needs to investigate a report, it may disclose information that could lead to your identification, but it will take reasonable steps to reduce that risk. Any disclosures of your identity or information likely to reveal your identity will be made on a strictly confidential basis.

Protection of files and records - all files and records created from an investigation will be retained securely. Whistleblowers are assured that a release of information in breach of this policy will be regarded as a serious matter and will be dealt with under Janison's disciplinary procedures.



Janison's investigation of reportable matters

Janison will investigate all matters reported under this policy as soon as practicable after the matter has been reported. A Protected Disclosure Officer may appoint an investigator who may be:

- an employee with the required skills and experience.
- an external independent resource; or
- another suitably qualified person,

who, in whichever case, is not implicated directly or indirectly in the report. Where appropriate, Janison will provide feedback to you regarding the progress and/or outcome of the investigation (subject to considerations of privacy of those against whom the allegations are made).

The investigation will be conducted in an objective and fair manner, and otherwise as is reasonable and appropriate having regard to the nature of the Reportable Matter and the circumstances.

While the investigation process and enquiries adopted will be determined by the nature and substance of the report, in general, as soon as practicable upon receipt of the report, if the report is not anonymous, a Protected Disclosure Officer or investigator will contact you to discuss the investigation process, including who may be contacted and such other matters as are relevant to the investigation. Where the report is submitted anonymously, Janison will conduct the investigation and its enquiries based on the information provided to it.

Duties of employees in relation to reportable matters

It is expected that employees of Janison who become aware of actual or suspect on reasonable grounds, potential cases of Reportable Matter will make a report under this policy or under other applicable policies.

Questions

Any questions about this policy should be directed to Janison's Legal Counsel legal@janison.com.



Training

Initial and ongoing training will be provided to all employees to ensure that they understand the requirements of this policy.

This includes how to recognise and report Reportable Matters and the protections available. Employees will be informed if any material changes are made to this policy or if there are any changes to the Whistleblower protection laws. This policy will be given to all employees on commencement of employment so that they can become familiar with their rights and obligations under this policy.

Policy review

The Protected Disclosure Officers will report to the Board of Janison on a regular basis regarding the effectiveness of this Policy. All such reports shall be de-identified and shall ensure confidentiality of Disclosers. Janison shall review this Policy, and its whistleblowing processes, on a periodic basis to ensure that it is operating effectively, and to rectify any issues identified in the review.

Appendix

- **Protections for Whistleblowers under the Corporations Act** A Discloser may qualify for protection as a whistleblower under the Corporations Act 2001 (Cth) if:
- they are an 'Eligible Whistleblower' in relation to Janison, and:
- they have made a disclosure of information relating to a 'Disclosable Matter' directly to an 'Eligible Recipient', or to The Australian Securities and Investments Commission (ASIC), the Australian Prudential Regulation Authority (APRA), the Australian Tax Office (ATO) or another Commonwealth body prescribed by regulation; or
- they have made a disclosure to a legal practitioner for the purposes of obtaining legal advice or legal representation about the operation of the whistleblower provisions in the Corporations Act (even in the event that the legal practitioner concludes that a disclosure does not relate to a 'disclosable matter'); or
- they have made an 'emergency disclosure' or a 'public interest disclosure'.



Public interest disclosures and emergency disclosures

Disclosures can be made to a journalist or a parliamentarian under certain circumstances and qualify for protection under the Corporations Act. These kinds of disclosures must meet several legal requirements, as described below, in order for the discloser to be subject to the whistleblower protections under the law. A discloser should obtain independent legal advice to ensure that they understand the criteria for making an emergency disclosure or a public interest disclosure that qualifies for protection.

An **Emergency Disclosure** is the disclosure of information to a journalist or parliamentarian, where:

- the discloser has previously made a disclosure of the information to ASIC, APRA or another Commonwealth body prescribed by regulation;
- the discloser has reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of one or more persons or to the natural environment;
- before making the emergency disclosure, the discloser has given written notice to the body to which the previous disclosure was made that:
 - includes sufficient information to identify the previous disclosure; and
 - states that the discloser intends to make an emergency disclosure; and
- the extent of the information disclosed in the emergency disclosure is no greater than is necessary to inform the journalist or parliamentarian of the substantial and imminent danger.

A **Public Interest Disclosure** is the disclosure of information to a journalist or a parliamentarian, where:

- at least 90 days have passed since the discloser made the disclosure to ASIC, APRA or another Commonwealth body prescribed by regulation;
- the discloser does not have reasonable grounds to believe that action is being, or has been taken, in relation to their disclosure;
- the discloser has reasonable grounds to believe that making a further disclosure of the information is in the public interest; and
- before making the public interest disclosure, the discloser has given written notice to the body to which the previous disclosure was made that:
 - includes sufficient information to identify the previous disclosure; and
 - states that the discloser intends to make a public interest disclosure.



Legal Protections

The following protections are available to whistleblowers who make a protected disclosure under the Corporations Act or the Taxation Administration Act (whether that disclosure is made internally, or to an external body such as ASIC, APRA, a legal practitioner or is a public interest or an emergency disclosure):

- Protection of the whistleblower's identity, if he or she wishes to remain anonymous;
- Protection from Detriment because of making a protected disclosure;
- The right to claim compensation for loss, damage or injury caused to the Whistleblower because of a protected disclosure;
- Protection from civil, criminal and administrative liability because of making the protected disclosure.

Anonymous Reports

A report can be made anonymously and still be protected under the Corporations Act. A Whistleblower can choose to remain anonymous while making a disclosure, over the course of the investigation and after the investigation is finalised. A Whistleblower can refuse to answer questions that they feel could reveal their identity at any time, including during follow-up conversations. However, the Whistleblower should be aware that the absence of facts pertinent to the alleged misconduct may prevent Janison from conducting a thorough investigation.

Other measures that may be taken to preserve the Whistleblower's identity include:

- Communicating through an anonymous e-mail address;
- Using a pseudonym for the Whistleblower;
- Referring to the Whistleblower in a gender neutral context;
- Ensuring that all documents relating to a disclosure are handled and stored securely; and
- Limiting access to information about a disclosure to those who have a need to know, for the purpose of handling or investigating the disclosure, or protecting the Whistleblower.

The Whistleblower should be aware that anonymity may not be able to be maintained in circumstances where the Whistleblower has informed other people about the disclosure, either before or after making a disclosure under this Policy.



Legal Remedies

A Whistleblower that suffers loss, damage or injury because of a protected disclosure may seek compensation and other remedies through the courts. A Whistleblower should seek independent legal advice if they wish to obtain such a remedy. A Whistleblower may also contact regulatory bodies such as ASIC or APRA if they believe that they have suffered Detriment due to making a report about a disclosable matter, or if there has been a breach of confidentiality such as a disclosure of their identity without their consent

Version	Description of changes	Author	Date
2.0	Changes to legislation pertaining to Whistleblowers.	Fuchsia Millevoi	21/03/2024

