



Whistleblower Policy

1. Introduction

1.1. What is the purpose of this Policy?

3P Learning has a long-standing commitment to conducting its business with integrity and supporting a culture of honest and ethical behaviour, corporate compliance, good corporate governance and transparency.

3P Learning encourages the reporting of any instances of suspected unethical, illegal, fraudulent or undesirable conduct involving 3P Learning's businesses globally and provides protections and measures so that those persons who make a report may do so confidentially and without fear of intimidation, disadvantage or reprisal.

This policy aims to provide clarity on how 3P Learning supports you so that you:

- are encouraged to express your concerns;
- know how to express your concerns;
- know what will happen when you express your concerns; and
- feel safe in expressing your concerns.

1.2. Who does the policy apply to?

This policy applies to all entities in the 3P Learning Group globally (defined below). It is applicable to all current and former directors, officers, employees, associates and contractors (or any relative, dependant or spouse of these persons), as well as suppliers and service providers of the 3P Learning Group, and their respective employees, who may be aware of Reportable Conduct (defined below) concerning the 3P Learning Group or any of its directors, officers, associates, employees or contractors.

The 3P Learning Group operates in multiple countries and is subject to applicable local laws. If any local laws are in any way inconsistent with this policy, or impose a higher level of protection than this policy, those local laws take precedence in that jurisdiction to the extent of the inconsistency.

For the purposes of this policy, **3P Learning** means 3P Learning Limited ACN 103 827 836 and the **3P Learning Group** means 3P Learning and its subsidiaries¹.

2. Policy

2.1. What is "Reportable Conduct"?

Reportable Conduct means any conduct in relation to the 3P Learning Group which is:

- dishonest, fraudulent or corrupt, including bribery;
- illegal activity or a violation of local laws (such as theft, violence or intimidation, criminal damage to property or other breaches of state or federal law);
- a wilful or intentional breach of the Group's key policies, including the Code of Conduct, or other unethical behaviour;
- potentially damaging to the 3P Learning Group, a 3P Learning Group employee or a third party, such as unsafe work practices, environmental damage, health risks or abuse of 3P Learning Group' property or resources;
- abuses of human rights including occurrences of modern slavery;
- may cause significant and unplanned financial loss to the 3P Learning Group or damage its reputation or be otherwise detrimental to 3P Learning Group interests;
- involves harassment, discrimination, victimisation or bullying;

¹ A list of subsidiaries can be found in 3P Learning's Annual Report, which is available on the 3P Learning website and on the ASX.

- involves any other kind of misconduct or an improper state of affairs or circumstances; or
- attempts to conceal any of the above;

but in general, does not include

- personal work-related grievances (further information is provided below).

Reportable Conduct also includes any conduct which comprises retaliation against any person who raises concerns of Reportable Conduct under this policy or against anyone who helps address a concern raised.

2.2. What is excluded from reporting?

Personal workplace grievances are generally not covered by the Whistleblower Policy.

For the purposes of this policy, a 'personal workplace grievance' has the same definition as provided for in the Corporations Act, or other applicable local laws.

Examples of grievances that may be personal workplace grievances include:

- 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.

However, where the personal grievance relates to alleged detrimental treatment in breach of this Policy or if the concerns being raised may have significant implications for the 3P Learning Group, they may amount to Reportable Conduct under this Policy.

Personal workplace grievances should be referred to the appropriate person in accordance with 3P Learning's Grievance Procedure, or other applicable policy, which has been established to receive these complaints.

2.3. How do I raise a concern about possible Reportable Conduct?

If you become aware of any conduct which you consider or believe, on reasonable grounds, may be Reportable Conduct, then you can submit a report of Reportable Conduct in accordance with the processes below (**Qualifying Report**). You can still qualify for protection under the policy even if your disclosure turns out to be incorrect, as long as you had reasonable grounds to suspect the misconduct or improper state of affairs or circumstances.

If you become aware of matters related to the 3P Learning Group which concern you, but do not amount to Reportable Conduct, we encourage you to raise these concerns in accordance with any applicable 3P Learning group policy or to a senior manager within your business division or function. In many cases, this should satisfactorily address your concern.

As noted above, if you believe that you have a personal work-related grievance, then you should first raise the issue in accordance with the applicable People & Culture policies and procedures.

2.4. Who can I make a Qualifying Report to?

For the purposes of this policy, to ensure appropriate escalation and timely investigation, we request that Qualifying Reports are made to any one of our “**Disclosure Officers**” listed below. The Disclosure Officers (s) are:

Tania Black	Chief People Officer	tania.black@3plearning.com	+61 409 812 036
Simon Yeandle	Chief Financial Officer	simon.yeandle@3plearning.com	+61 409 931 124
Dimitri Aroney	Risk Officer	dimitri.aroney@3plearning.com	+61 402 223 682
Claire Hatton	Non-Executive Director; Chairman – People & Culture Committee	claire.hatton@3plearning.com	

Reports may also be posted to c/- Level 18, 124 Walker Street, North Sydney NSW 2060 Australia (marked to the attention of one of the Disclosure Officers).

Alternatively, you may also make a Qualifying Report to an officer or senior manager within the 3P Learning Group, including to the company secretary, any Director of the Board of 3P Learning Limited, C-level executive or member of the senior leadership team.

You may also raise the matter with any 3P Learning Group auditor, and if applicable, any other person referred to in Annexure A or Annexure B.

Collectively, these are referred to as “**Eligible Recipients**”.

For the purposes of this policy, a person who makes a Qualifying Report in accordance with this policy is referred to as a “**Disclosing Person.**”

Annexure A describes special protections for an ‘eligible whistleblower’ who discloses information concerning misconduct or an improper state of affairs or circumstances in relation to the 3P Learning Group under, and in accordance with the specific provisions of, the Corporations Act.

Annexure B describes special protections for an ‘eligible whistleblower’ under, and in accordance with the specific provisions of, the Australian *Taxation Administration Act 1953* (Cth) (**Taxation Administration Act**).

2.5. Can I remain anonymous? Will my information remain confidential?

When making a disclosure to an Eligible Recipient, you may do so anonymously. Whilst you are encouraged to share your identity when making a disclosure, as it will make it easier for the 3P Learning Group to address your concerns and the Reportable Conduct, you are not required to do so.

Under this policy, if you make a Qualifying Report, your identity, and information that may lead to your identification, must be kept confidential, subject to relevant exceptions outlined below. However, there may be some practical limitations in conducting the investigation if you do not share your identity.

2.6. What happens after I raise a concern about Reportable Conduct?

Investigation of Reportable Conduct

Where it has been determined that a Qualifying Report should be subject to further investigation under this Policy, it will be investigated as soon as practicable after the matter has been reported. The Eligible Recipient is responsible for ensuring Reportable Conduct is appropriately considered and, if

required, investigated in a timely manner and may nominate appropriate person(s) to assist with the investigation, including external advisors. We recognise that each set of facts and circumstances will be different and may require a tailored approach based on the situation.

Where appropriate, the Disclosing Person will receive feedback regarding the progress and/or outcome of the investigation (subject to considerations such as the privacy of individuals against whom allegations are made).

Any 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 Conduct and the circumstances. As part of the investigation, consideration will be given to the risk of detriment against the Disclosing Person and the implementation of appropriate safeguards to minimise this risk.

While the particular 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 Qualifying Report, if the disclosure is not anonymous, a Disclosure Officer, other Eligible Recipient or the 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 a report is submitted anonymously, 3P Learning will conduct the investigation and its enquiries based on the information provided to it.

The Eligible Recipient will advise the 3P Learning Company Secretary of the matter for the purposes of the below reporting. Unless consent is received or one of the other exceptions applies, these reports will be made on a 'no names' basis, maintaining the confidentiality of the Disclosing Person.

Reporting

All matters reported under this policy will be reported by the Company Secretary to the 3P Learning Audit & Risk Committee, on a quarterly basis. In addition, serious and/or material Reportable Conduct will be considered by the Company Secretary for immediate referral to the 3P Learning Board.

Unless consent is received or one of the other exceptions applies, these reports will be made on a 'no names' basis, maintaining the confidentiality of the Disclosing Person.

2.7. Will I be protected if I submit a Qualifying Report?

Protection of whistleblowers

The 3P Learning Group is committed to ensuring confidentiality in respect of all matters raised under this policy, and that those who make a Qualifying Report are treated fairly and do not suffer detriment.

(a) Protection against detrimental conduct

Detrimental treatment includes dismissal, demotion, harassment, discrimination, harm, disciplinary action, bias, damage to property or reputation, threats, intimidation or other unfavourable treatment connected with making a Qualifying Report. If you are subjected to detrimental treatment as a result of making a Qualifying Report under this policy you should inform the Eligible Recipient.

Where appropriate, the Eligible Recipient may appoint a Protection Officer to safeguard your interests.

The Eligible Recipient or Protection Officer will, where practicable, take whatever action is possible to ensure that you are protected from detriment for making a Qualifying Report. Examples include the Eligible Recipient or Protection Officer referring the detrimental conduct under section 3 of this policy for investigation and possible disciplinary procedures, providing the Disclosing Person with access to support services such as counselling or facilitating flexible working arrangements for the Disclosing Person and providing appropriate training).

(b) Protection of your identity and confidentiality

Subject to compliance with legal requirements, upon receiving a Qualifying Report under this policy, the Eligible Recipient, 3P Learning (or the applicable 3P Learning Group entity) will only share your identity as a Disclosing Person or information likely to reveal your identity if:

- (i) you consent;
- (ii) the concern is reported to the Australian Securities and Investments Commission (**ASIC**), the Australian Prudential Regulation Authority (**APRA**), the Australian Commissioner of Taxation or the Australian Federal Police (**AFP**);
- (iii) where the Reportable Conduct is reported to an applicable regulatory body in a different jurisdiction, to comply with a mandatory obligation required by that regulatory body or applicable law; or
- (iv) the concern is raised with a lawyer for the purpose of obtaining legal advice or representation.

If 3P Learning needs to investigate a Qualifying Report, it is permissible to disclose information which could lead to your identification if the disclosure is reasonably necessary for the purpose of that investigation and if all reasonable steps are taken to reduce the risk that you will be identified as a result of the information being disclosed.

Measures that may be taken to protect the confidentiality of a Disclosing Person's identity include:

- using gender neutral language
- redacting personal information in relation to any reports of witness statements
- limiting access to files and information to those directly involved in managing and investigating the disclosure
- limiting the number of people who are directly involved in handling and investigating the Qualifying Report
- reminding the Eligible Recipient and individuals involved in managing and investigating the Qualifying Report about the obligations of confidentiality that apply.

(c) Protection of files and records

All files and records created from an investigation will be retained securely.

Unauthorised release of information to someone not involved in the investigation (other than senior managers or directors who need to know to take appropriate action, or for corporate governance purposes), without your consent or otherwise in accordance with this policy, will be a breach of this policy.

2.8. What are my duties under this policy as an employee of the 3P Learning Group?

It is expected that employees of the 3P Learning Group who become aware of matters which amount to Reportable Conduct will make a report under this policy.

Employees of the 3P Learning Group are encouraged to 'speak up' and raise other concerns in accordance with applicable Company policies and processes.

If you receive what you believe to be a Qualifying Report, you must ensure that you act in accordance with this Policy. Questions should be directed to the Company Secretary. Unless you consent from the individual disclosing the concern to identify them, you should direct your questions to the Company Secretary on a 'no names' basis.

3. Breach of Policy

Any alleged breach of this policy will be taken seriously and, if appropriate, will be separately investigated and dealt with under this policy and/or other applicable disciplinary procedures.

Breach of this policy (including breaching a Disclosing Person's anonymity, engaging in, or threatening to engage in, detrimental conduct towards a Disclosing Person or potential Disclosing Person) may be regarded as misconduct, which may lead to disciplinary action (including termination of employment or engagement).

An individual may also be exposed to criminal or civil liability (including imprisonment or payment of penalties) for a breach of relevant legislation.

False reports can have significant effects on the reputation of 3P Learning and its employees and officers and can also cause considerable waste of time and effort. Accordingly, any deliberately false or misleading disclosures under this policy may be treated as misconduct, which may lead to disciplinary action.

4. Disclosure of policy

This policy is available on the public 3P Learning website and on the intranet for employees within the 3P Learning Group, and this disclosure is supported with appropriate education and training.

5. Additional information and questions in relation to the policy

Questions in relation to this policy should be directed to the 3P Learning Company Secretary.

6. Review and Amendment

This policy cannot be amended without approval of the 3P Learning Board. It will be reviewed from time to time to ensure that it remains effective, meets the needs of the 3P Learning Group and complies with applicable laws.

Policy Dated: 5 December 2019

Annexure A – Special protections under the Corporations Act²

The Corporations Act gives special protection to disclosures about any misconduct or improper state of affairs relating to 3P Learning if certain conditions, specified in the Corporations Act, are satisfied.

For more information about these laws, refer to the information available on the ASIC website -

<https://asic.gov.au/about-asic/asic-investigations-and-enforcement/whistleblowing/>

Under the Corporations Act, these conditions include:

- a. the 'eligible whistleblower' is or has been:
 - i. an officer or employee of a 3P Learning Group company;
 - ii. an individual who supplies goods or services to a 3P Learning Group company or an employee of a person who supplies goods or services to 3P Learning Group company;
 - iii. an individual who is an associate of a 3P Learning Group company; or
 - iv. a relative, dependent or dependent of the spouse of any individual referred to at (i) to (iii) above;
- b. the report is made to:
 - i. a Disclosure Officer (designated by 3P Learning);
 - ii. an officer or senior manager of a 3P Learning Group company;
 - iii. 3P Learning's external auditor (or a member of that audit team)³;
 - iv. ASIC, APRA or the AFP; or
 - v. a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the Corporations Act;
- c. the eligible whistleblower has reasonable grounds to suspect that the information being disclosed concerns misconduct, or an improper state of affairs or circumstances in relation to the 3P Learning Group. This may include a breach of legislation including the Corporations Act, an offence against the Commonwealth punishable by imprisonment for 12 months or more, or conduct that represents a danger to the public or financial system. Examples of conduct which may amount to a breach of the Corporations Act include: insider trading, insolvent trading, breach of the continuous disclosure rules, failure to keep accurate financial records, falsification of accounts, failure of a director or other officer of the 3P Learning Group to act with the care and diligence that a reasonable person would exercise, or to act in good faith in the best interests of the corporation or failure of a director to give notice of any material personal interest in a matter relating to the affairs of the company. Personal work-related grievances (as defined in the Corporations Act) are specifically excluded.

The Corporations Act also provides protection for disclosure to journalists and members of parliament, on the grounds of public interest and/or emergency, but only if specified conditions are satisfied. You are encouraged to consider these requirements carefully to determine if they apply to your situation.

The protections given by the Corporations Act apply when these conditions are met include:

² See Part 9.4AAA of the Corporations Act 2001 (Cth)

³ 3P Learning's external auditor can be found in its Annual Report

- a. the eligible whistleblower is immune from any civil, criminal or administrative legal action (including disciplinary action) for making the disclosure;
- b. no contractual or other remedies may be enforced, and no contractual or other right may be exercised, against the eligible whistleblower for making the report;
- c. in some circumstances, the reported information is not admissible against the eligible whistleblower in criminal proceedings or in proceedings for the imposition of a penalty;⁴
- d. anyone who causes or threatens to cause detriment to an eligible whistleblower or another person in the belief or suspicion that a report has been made, or may have been made, proposes to or could be made, may be guilty of an offence and may be liable for damages;
- e. an eligible whistleblower's identity cannot be disclosed to a Court or tribunal except where considered necessary; and
- f. the person receiving the report commits an offence if they disclose the eligible whistleblower's identity or information that is likely to lead to the identification of the eligible whistleblower, without the eligible whistleblower's consent or in accordance with the requirements outlined below under the heading 'Confidentiality.'

Confidentiality

If a report is made, the identity of the discloser must be kept confidential unless one of the following exceptions applies:

- a. the discloser consents to the disclosure of their identity;
- b. disclosure of details that might reveal the discloser's identity is reasonably necessary for the effective investigation of the matter, and all reasonable steps are taken to reduce the risk that the discloser will be identified as a result of the disclosure;
- c. the concern is reported to ASIC, APRA, or the AFP; or
- d. the concern is raised with a lawyer for the purpose of obtaining legal advice or representation.

⁴ Such as where the disclosure has been made to ASIC or APRA, or where the disclosure qualifies as a public interest or emergency disclosure

Annexure B – Special Protections under the Taxation Administration Act 1953⁵

The Taxation Administration Act gives special protection to disclosures about any misconduct or improper state of affairs relating to 3P Learning's tax affairs if certain conditions, specified in the Taxation Administration Act, are satisfied.

For more information about these laws, refer to the information available on the ATO website -

<https://www.ato.gov.au/general/gen/whistleblowers/>

Under the Taxation Administration Act, these conditions include:

- a. the 'eligible whistleblower' is or has been:
 - i. an officer or employee of a 3P Learning Group company;
 - ii. an individual who supplies goods or services to a 3P Learning Group company or an employee of a person who supplies goods or services to a 3P Learning Group company;
 - iii. an individual who is an associate of a 3P Learning Group company;
 - iv. a spouse, child, dependent or dependent of the spouse of any individual referred to at (i) to (iii) above;

- b. the report is made to:
 - i. a Disclosure Officer (designated by 3P Learning);
 - ii. a director of the Board, secretary or senior manager of a 3P Learning Group company concerned;
 - iii. any 3P Learning Group company external auditor (or a member of that audit team)⁶ ;
 - iv. a registered tax agent or BAS agent who provides tax or BAS services to a 3P Learning Group company;
 - v. any other employee or officer of 3P Learning who has functions or duties relating to tax affairs of 3P Learning (e.g. an internal accountant);

(collectively, (i) – (v) above referred to as **3P Learning Recipients**)

 - vi. the Commissioner of Taxation; or
 - vii. a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the Taxation Administration Act; and

- c. if the report is made to a 3P Learning Recipient, the eligible whistleblower:
 - i. has reasonable grounds to suspect that the information indicates misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of a 3P Learning Group Company or an associate of that company; and
 - ii. considers that the information may assist the 3P Learning Recipient to perform functions or duties in relation to the tax affairs of a 3P Learning Group Company or an associate of the company;

- d. if the report is made to the Commissioner of Taxation, the eligible whistleblower considers that the information may assist the Commissioner to perform his or her functions or duties under a taxation law in relation to the 3P Learning Group or an associate.

⁵ See Part IVD of the Taxation Administration Act 1953 (Cth)

⁶ 3P Learning's external auditor can be found in its Annual Report

The protections given by the Taxation Administration Act when these conditions are met are:

- a. the eligible whistleblower is immune from any civil, criminal or administrative legal action (including disciplinary action) for making the disclosure;
- b. no contractual or other remedies may be enforced, and no contractual or other right may be exercised, against the eligible whistleblower for making the report;
- c. where the disclosure was made to the Commissioner of Taxation, the reported information is not admissible against the eligible whistleblower in criminal proceedings or in proceedings for the imposition of a penalty, except where the proceedings are concerned with whether the information is false;
- d. unless the eligible whistleblower has acted unreasonably, the eligible whistleblower cannot be ordered to pay costs in any legal proceedings in relation to a report;
- e. anyone who causes or threatens to cause detriment to an eligible whistleblower or another person in the belief or suspicion that a report has been made, or may have been made, proposes to or could be made, may be guilty of an offence and liable to pay damages;
- f. an eligible whistleblower's identity cannot be disclosed to a Court or tribunal except where considered necessary; and
- g. the person receiving the report commits an offence if they disclose the eligible whistleblower's identity or information that is likely to lead to the identification of the eligible whistleblower, without the eligible whistleblower's consent or in accordance with the requirements outlined below under the heading 'Confidentiality.'

Confidentiality

If a report is made, the identity of the discloser will be kept confidential unless one of the following exceptions applies:

- a. the discloser consents to the disclosure of their identity;
- b. disclosure of details that might reveal the discloser's identity is reasonably necessary for the effective investigation of the matter, and all reasonable steps are taken to reduce the risk that the discloser will be identified as a result of the disclosure;
- c. the concern is reported to the Commissioner of Taxation or the AFP; or
- d. the concern is raised with a lawyer for the purpose obtaining legal advice or representation.