

Whistleblower Policy

1. Introduction

3P Learning Limited 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.

In this Whistleblower Policy (**Policy**), you will find our processes and how we encourage you to report any instances of suspected unethical, illegal, fraudulent or undesirable conduct involving 3P Learning's businesses globally. The Policy also sets out the protections and measures so that those persons who raise concerns regarding 'Reportable Conduct' (as defined below) may do so confidentially and without fear of victimisation, harassment or discriminatory treatment.

1.1 What is the purpose of this Policy?

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

- (a) are encouraged to report an issue if you have reasonable grounds to suspect that someone has engaged in Reportable Conduct;
- (b) know how to report Reportable Conduct;
- (c) know what will happen when you report Reportable Conduct; and
- (d) feel safe in reporting Reportable Conduct.

Our Policy is based on the whistleblower protection provisions in the *Corporations Act 2001* (Cth) (**Corporations Act**) that apply to all corporate entities doing business in Australia, with additional obligations for listed entities. The provisions establish important protections to persons who are "Eligible Whistleblowers" (as defined in section 1.2 below) and enables certain complaints to be made confidentially and anonymously.

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, impose a higher level of protection than this Policy, those local laws take precedence in that jurisdiction to the extent of the inconsistency. Personnel in the United Kingdom, Canada, and the United States of America should be aware that additional statutory protections and obligations may apply in their jurisdictions.

3P Learning aims to address all concerns in a manner that is fair, prompt, sensitive and confidential (to the extent possible).

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, contractors, sub-contractors, suppliers and service providers of the 3P Learning Group and their respective employees (or any relative, dependent or spouse of any of these persons) (**Personnel**) who may be aware of Reportable Conduct (defined below) concerning the 3P Learning Group ("**Eligible Whistleblowers**").

For the purposes of this Policy, 3P Learning, we, us and our means 3P Learning Limited ACN 103 827 836 and the 3P Learning Group means 3P Learning and its subsidiaries¹.

2. Our Policy

A whistleblower complaint is a complaint about Reportable Conduct made to an Eligible Recipient. It is important to read and understand the concepts which are discussed in this section.

Some key concepts in this policy include:

- Disclosing Person (as defined in section 2.5),
- Eligible Recipients (as defined in section 2.5),
- Qualifying Report (as defined in section 2.4), and
- Protection Officer (as defined in section 2.8).

2.1 What is "Reportable Conduct" in a whistleblower complaint?

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

- (a) dishonest behaviour, fraudulent activity or corrupt, unlawful or irregular use of company funds or practices, including bribery;
- (b) illegal activity that may constitute an indictable offence under Federal, State, or Territory Law;
- (c) a wilful or intentional breach of 3P Learning Group's key policies, including the Code of Conduct, or other unethical behaviour;
- (d) conduct which is 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's property or resources;
- (e) abuses of human rights including occurrences of modern slavery;
- (f) conduct which 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;
- (g) improper or misleading accounting or financial reporting practices;

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.

- (h) a breach of any legislation relating to the 3P Learning Group's operations or activities;
- (i) tax avoidance behaviour and other taxation-related impropriety;
- (j) involves harassment, discrimination, victimisation or bullying;
- (k) 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;
- (l) involves any other kind of misconduct or an improper state of affairs or circumstances; or
- (m) attempts to conceal any of the above; but in general, does not include personal work-related grievances (further information is provided below).

2.2 What is not 'Reportable Conduct'?

Personal workplace grievances are not covered by the 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:

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

However, a disclosure about a work-related grievance may qualify for protection in some circumstances, and these include where:

- (a) the disclosure also includes information about Reportable Conduct;
- (b) the discloser suffers from or is threatened with detriment for making a disclosure;
- (c) the discloser seeks legal advice about the operation of whistleblower protections;
- (d) the disclosure relates to the breach of employment (or other) laws punishable by imprisonment for a period of 12 months or more;
- (e) the disclosure relates to conduct that represents a danger to the public; or
- (f) the disclosure relates to information that suggests misconduct beyond the discloser's own personal circumstances.

Personal workplace grievances should be referred to the appropriate person in accordance with 3P Learning's Grievance Resolution Policy that is available in 3PYOU and which has been established to receive these complaints.

A disclosure which does not relate to Reportable Conduct will not qualify for protection under the *Corporations Act* or the *Taxation Administration Act 1953* (Cth) ("**Taxation Administration Act**"), as relevant. However, a disclosure made to a legal practitioner for the purpose of obtaining legal advice will always be protected under the whistleblower protections of the *Corporations Act*.

At 3P Learning we rely on our Personnel to help maintain and grow our culture of honest and ethical behaviour. We will not tolerate conduct that should be reported under this Policy. If you

become aware of such Reportable Conduct, we encourage you to make a report as a matter of priority.

2.3 Tax Whistleblowers

A disclosure in relation to tax avoidance behaviour and other taxation-related impropriety may be made to any of our directors, officers, general counsel or senior management employees. A disclosure may also be made to the Australian Taxation Office (**ATO**) where the individual believes the information to be disclosed may assist the Commissioner of Taxation in performing their duties and functions.

Personnel who make a disclosure relating to our tax affairs will qualify for whistleblower protections under the *Taxation Administration Act*.

2.4 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, and you are an Eligible Whistleblower, 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.

A Qualifying Report can be made anonymously and/or confidentially, securely and outside of business hours. Australian tax-related disclosures may be made to the ATO's Tax Integrity Centre, which manages whistleblower disclosures under the *Taxation Administration Act*.

For the protections for a Disclosing Person refer to section 2.7.

2.5 Who can I make a Qualifying Report to?

You can make a Qualifying Report to any Disclosure Officer or Other Recipients (collectively "**Eligible Recipients**") as set out below.

Disclosure Officers

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:

Chief People Officer	
Chief Executive Officer	

Chief Financial Officer	Contact: by email directly, or at DisclosureOfficer@3plearning.com
General Counsel and Company Secretary	

Other Recipients

Alternatively, you may also make a Qualifying Report to an officer or senior manager within the 3P Learning Group, including to the Company Secretary or any Director of the Board of 3P Learning.

Reports may also be:

Posted to:	655 Parramatta Road, Leichhardt NSW 2040 Australia (marked to the attention of one of the Disclosure Officers).
Emailed to:	DisclosureOfficer@3plearning.com

You may also report to officers and senior managers of our related entities, audit or actuarial teams (as applicable), a legal practitioner and to the Australian Securities and Investments Commission (**ASIC**) and other Commonwealth authorities. However, we encourage you to use our internal processes in the first instance.

Important Note: A disclosure of Reportable Conduct which is not made to an Eligible Recipient will not qualify for protection under the *Corporations Act* or the *Taxation Administration Act*.

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**”.

2.6 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 applicable laws. However, there may be some practical limitations in conducting the investigation if you do not share your identity. If authorities take further legal action in relation to the reported matter, it may become necessary for a reporter to identify themselves to these authorities. Anonymous reporters will qualify for protection under the *Corporations Act*, and we will continue to take all reasonable steps to ensure that the reporter is treated fairly and protected against discrimination or detriment in respect of their employment.

2.7 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, the Disclosing Person either directly or if anonymous then through their designated secure channel will receive:

- (a) an acknowledgement of receipt within 10 business days of receiving a Qualifying Report
- (b) an initial status update within 30 business days;
- (c) Subsequent updates no less frequently than every 90 days until the matter is resolved.

The Eligible Recipient is responsible for ensuring Reportable Conduct is appropriately considered and, if required, investigated in a timely manner and may, subject to confidentiality and a Disclosing Person's consent requirements, nominate appropriate person(s) to assist with the investigation, including independent 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 appropriate safeguards will be implemented to minimise this risk.

While the particular investigation process and enquiries adopted will be determined by the nature and substance of the Qualifying 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 reporting purposes. 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.

Any Disclosing Person who is found to have made a frivolous or vexatious report may also be subject to disciplinary action, up to and including termination of employment or engagement (as relevant).

2.8 Will I be protected if I submit a Qualifying Report?

(a) Protection of Disclosing Persons

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. Disclosing Persons who report disclosable matters to Eligible Recipients are entitled to certain protections under law, such as protection against the commencement of certain legal proceedings or actions in relation to the report.

(b) Protection against detrimental conduct

A Disclosing Person who has information which they suspect, on reasonable grounds, relates to Reportable Conduct and makes a report of that information in accordance with this Policy will not be discriminated against or disadvantaged in their employment or engagement with us, even if the report is subsequently determined to be incorrect or not substantiated.

It is a priority for us that individuals who make a report under this Policy do not suffer detriment or adverse treatment as a result. Detriment or adverse treatment may include actual or threatened:

- (i) dismissal, demotion, suspension or alteration of an employee's position;
- (ii) discrimination against Personnel;
- (iii) damage to property, reputation or financial position; or
- (iv) harassment, intimidation, harm or injury.

We do not tolerate any form of unfair treatment, threat, retaliation or other action against any individuals who have made or assisted in the making of a report under this Policy and will take steps to ensure that these individuals do not suffer detriment as a result of reporting. However, this Policy may not protect the Disclosing Person from liability to the extent they are also found to have been involved in or connected to the Reportable Conduct. 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 as an independent entity to safeguard your interests, anonymity and well-being as the Disclosing Person (**Protection Officer**).

The role of an Eligible Recipient or Protection Officer is, where practicable, to 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 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,
- protecting confidentiality of the Disclosing Person, and
- providing appropriate training.

In addition, if you make a report of Reportable Conduct under this Policy, you are entitled to additional protections under law. These protections ensure that eligible persons who make eligible disclosures are protected against civil, administrative and criminal liability or the enforcement of certain contractual remedies in respect of those disclosures. We encourage Disclosing Persons to seek independent legal advice.

Disclosing Persons are entitled to seek compensation and other remedies for loss, damage or injury suffered as a result of a disclosure or if we have failed to take reasonable precautions and exercise due diligence to prevent the detrimental conduct from occurring.

(c) Protection of your identity and confidentiality

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) the concern is raised with a lawyer for the purpose of obtaining legal advice or representation; or
- (iv) otherwise permitted by law.

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 protected disclosure;
- limiting the number of people who are directly involved in handling and investigating the Qualifying Report; and
- reminding the Eligible Recipient and individuals involved in managing and investigating the Qualifying Report about the obligations of confidentiality that apply.

(d) 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.

(e) Support for Disclosing Persons

We are committed to supporting individuals who wish to make a report of Reportable Conduct under this Policy. If you are considering making a report under this Policy in person, you can ask to do so with a support person present. We will take all reasonable steps to ensure that Personnel who make a report of Reportable Conduct receive appropriate support and engagement.

(f) False or frivolous reports

A report may have serious consequences, including potential damage to the career prospects and reputation of people who are the subject of allegations of Reportable Conduct. Therefore, it is very important that Disclosing Persons who make a report under this Policy do so with reasonable grounds to suspect the Reportable Conduct has, or will shortly, take place, and that all underlying information and facts concerning the Reportable Conduct are true and correct.

We take reports made under this Policy very seriously.

Disciplinary action may be taken against any employee who makes a false or frivolous report without having reasonable grounds to suspect that the Reportable Conduct has, or will shortly, take place.

A Disclosing Person will not be considered to have made a report if the report is frivolous, raised for a malicious reason or ulterior motive, or if it is not based on facts and/or circumstances that provide a reasonable basis for the report. Repeated reports about trivial matters may also be considered not to be made with reasonable grounds to suspect that the Reportable Conduct has, or will shortly, take place.

2.9 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 receive consent from the individual disclosing the concern to identify themselves, you should direct your questions to the Company Secretary on a 'no names' basis.

2.10 Public Interest and Emergency Reporting Requirements

In circumstances where you make a report of Reportable Conduct to ASIC, APRA or a prescribed Commonwealth authority and:

- (a) you have reasonable grounds to believe the report concerns a substantial and imminent danger to the health and safety of one or more persons or the natural environment; or
- (b) at least 90 days have elapsed since the date of that report and you have reasonable grounds to believe that action has not been taken in respect of that report (provided that you have contacted the person to whom the report has been made to check on the status of the investigation) and you have reasonable grounds to believe that making a further disclosure would be in the public interest,

a further report may be made to a member of parliament or journalist but only if the Disclosing Person has given prior written notice of the intention to make a secondary report to the original recipient of the report. In your secondary report, you must identify your initial report and exact grounds of your suspicion but must limit any information disclosed to no more than what is necessary to identify the misconduct or danger. In such case the further report may be entitled to the protections conferred by law.

Independent legal advice should be sought prior to engaging a member of parliament or journalists.

We will take reasonable steps to ensure that a Disclosing Person is not victimised as a result of making a protected emergency report.

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 such as damage to Disclosing Person's reputation) may be regarded as misconduct, which may lead to internal disciplinary action (including termination of employment or engagement).

An individual will also be exposed to criminal or civil liability (including imprisonment or payment of penalties) for a breach of relevant legislation regardless of whether the conduct was authorised. For example, the *Corporations Act* imposes civil penalties of up to \$1.65 million for individuals and \$16.5 million (or three times the benefit obtained) for body corporates for causing detriment to a whistleblower.

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 we will take reasonable steps to ensure that Personnel are aware of,

and understand this Policy, and the types of behaviour or scenarios that are reportable, including through internal communications and periodic training.

Any disclosures of Reportable Conduct will be retained in our confidential 'Whistleblowing Register' as required by law, which will be maintained by our Company Secretary and General Counsel.

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.

Email: secretary@3plearning.com