

# city chic collective



LEADING A WORLD OF CURVES

## Whistleblower Policy

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## 1. Purpose and Scope

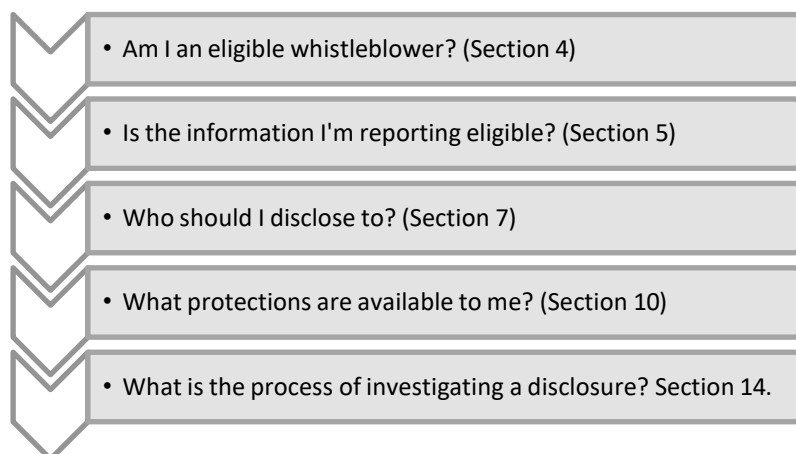
City Chic Collective Limited (**we, our or us**) are committed to creating an ethical work environment where our Team Members feel safe and are encouraged to speak up and report conduct that concerns them. We recognise that wrongdoing may not be uncovered unless there is a safe and secure means for telling someone about it. We recognise that uncovering wrongdoing is important for managing risks, maintaining our integrity and upholding our corporate governance framework.

The purpose of this policy is to make sure that:

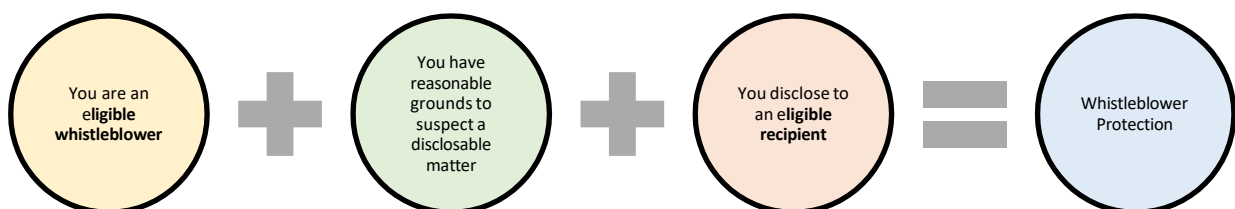
- you understand that you can disclose wrongdoing safely, securely and with confidence that you will be protected and supported;
- you are aware of the protections offered to Whistleblowers under the *Corporations Act 2001* (Cth)
- you are not subject to reprisal, repercussion or victimisation because you made a disclosure;
- disclosures are dealt with appropriately and on a timely basis;
- we are transparent about our framework for receiving, handling and investigating disclosures;
- we encourage more disclosures of wrongdoing; and
- we help deter wrongdoing.

You should read this policy along with our Code of Conduct and Workplace Behaviour Policy.

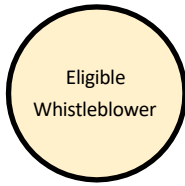
## 2. Structure of the Policy



## 3. Overview of Whistleblower Protection



## 4. Who is an eligible Whistleblower?

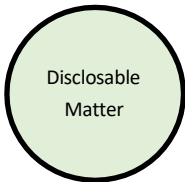


Any of the following people can be eligible Whistleblowers:

- our current or former employees,
- our current or former officers,
- our current or former contractors or suppliers (whether paid or unpaid),
- current or former employees of our contractors or suppliers (whether paid or
  - unpaid),
- any current or former individual who is or was our associate,
- any current or former spouse, dependant or relative of any of the above categories of people.

Throughout this policy, we use the term “**Whistleblower**” to refer to people who fit within any of the above categories.

## 5. What is a disclosable matter?



A disclosable matter under this Policy is any information that a Whistleblower has reasonable grounds to suspect:

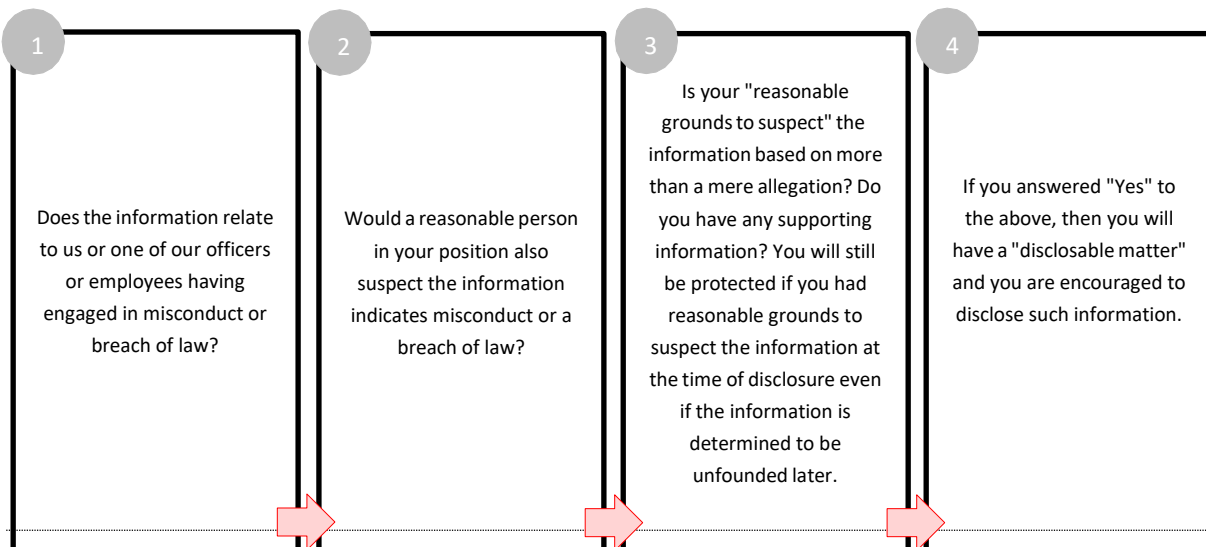
- concerns misconduct or an improper state of affairs or circumstances in relation to us or any of our entities; or
- indicates that we, our entities or any of our Officers or Team Members have engaged in conduct that:
  - breaches the Corporations Act, or other financial sector laws enforced by ASIC or APRA;
  - is an offence against other Commonwealth legislation and punishable by imprisonment for 12 months or more; or
  - represents a danger to the public or the financial system.

According to ASIC, ‘reasonable grounds’ means that a reasonable person in your position would also suspect the information indicates misconduct or a breach of the law.

Some examples of disclosable matters are:

- Negligence
- Insolvent trading
- Unethical conduct
- Fraud
- Breach of duty or trust
- Tax misconduct
- Unfair or unethical dealing with a customer, supplier or agent
- Corrupt conduct
- Money Laundering
- Offering or accepting a bribe
- Health and safety risks
- Criminal conduct, such as selling or dealing illicit drugs
- Human rights abuses
- Failure to comply with legal obligations, including our obligations as an ASX listed company

To summarise whether information is a disclosable matter, you should consider the following:



The Corporations Act allows for the making of Public Interest Disclosures, if specific requirements are met. In order to make a public interest disclosure:

You must have previously made a disclosure to ASIC, APRA or a Commonwealth authority;

At least 90 days have passed since that disclosure;

You have reasonable grounds to believe that no action is being taken to address your concern;

- Following the initial 90 days, you must write to the body again. You must include enough information to identify your previous disclosure and state that you intend to make a public interest disclosure.
- You must also have reasonable grounds to believe that further disclosure is in the public interest.
- Public interest disclosures can only be made to a Member of Parliament or a Journalist, and you can only disclose information to the extent necessary to inform the recipient of your concerns.

The Corporations Act allows for the making of emergency disclosures in the following circumstances:

- You must have previously made a disclosure to ASIC, APRA or a Commonwealth authority;
- You have reasonable grounds to believe the information concerns a substantial and imminent danger to the people or the environment;
- You write to the body again and include sufficient information to identify the previous disclosure; and state that you intend to make an emergency disclosure.
- Emergency disclosures can only be made to a Member of Parliament or a Journalist, and you can only disclose information to the extent necessary to inform the recipient of your concerns.

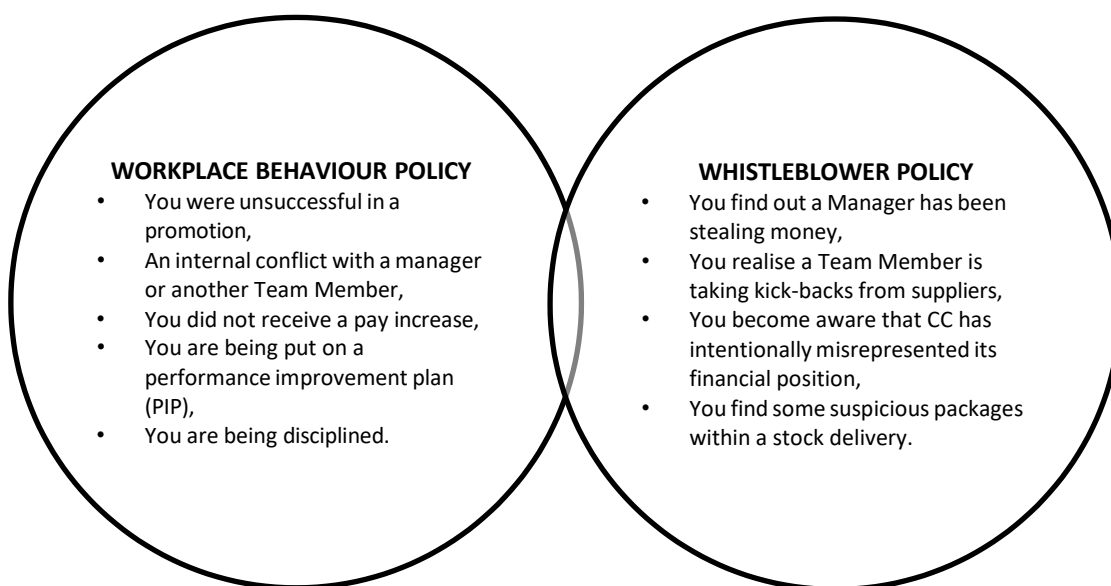
## 6. Interaction with the Workplace Behaviour Policy

You should use this policy to deal with complaints that are disclosable matters. If a matter relates to a personal work-related grievance, it is usually not a disclosable matter and should be dealt with under the Workplace Behaviour Policy. Personal work-related grievances are those that relate to your current or former employment and have implications for you personally but do not:

- have any other significant implications relating to us; or
- relate to any conduct, or alleged conduct, about a disclosable matter as set out in Section 5.

If a personal work-related grievance involves systemic issues relating to us, you may choose to utilise the protections under this policy.

The following diagram provides guidance on the types of matters dealt with under each policy.



## 7. Who is an Eligible Recipient?



If you are a Whistleblower with reasonable grounds to suspect a disclosable matter, you must make your disclosure to an “eligible recipient” in order to be protected. We strongly encourage you to make your disclosure to a primary or secondary Whistleblower Protection Officer listed below. For secondary Whistleblower Officers, email is the first point of contact.

Whistleblower Officer Status	Name	Position	Email	Phone
Primary Officer	<b>Phillippa Scott</b>	GM People and Culture	pscott@citychic.com.au	0402 553 366
1 <sup>st</sup> Secondary Officer	<b>James Plummer</b>	CFO	jplummer@citychic.com.au	
2 <sup>nd</sup> Secondary Officer	<b>Phil Ryan</b>	CEO and Executive Director	pryan@citychic.com.au	
3 <sup>rd</sup> Secondary Officer	<b>Neil Thompson</b>	Chair of Audit and Risk Committee and Non-Executive Director	nthompson@citychic.com.au	

You can also make your disclosure anonymously by using our external and independent whistleblowing service. The details are below:

Whistle Blowing Services (WBS)	Organisation Identifiers
<p><b>Telephone:</b></p> <p style="text-align: center;"><b>1300 687927</b></p> <p style="text-align: center;">Available between 8am and 5pm AEST, Monday to Friday</p>	<p><b>Unique Key:</b></p> <p style="text-align: center;"><b>CITY2020</b></p> <p><b>Client Reference Number:</b></p> <p style="text-align: center;"><b>gfr7r</b></p>
<p><b>Online:</b></p> <p style="text-align: center;"><a href="https://www.whistleblowingservice.com.au/city-chic/">https://www.whistleblowingservice.com.au/city-chic/</a></p> <p style="text-align: center;">Available 24 hours a day, 7 days a week</p>	

You can choose to remain anonymous while making a disclosure, over the course of the investigation and after the investigation is finalised. You can refuse to answer any questions that you consider may reveal your identity including during follow-up conversations. However, you may wish to consider maintaining an ongoing two-way communication with us so that we can ask follow-up questions or provide feedback.

You may also make your disclosure to another eligible recipient, as provided for by the Corporations Act. An eligible recipient includes any of the following people:

- our Whistleblower Protection Officer (once nominated);
- one of our Officers or Senior Managers;
- our auditor, or a member of the team conducting our audit;
- our actuary (if applicable);
- Australian Securities and Investments Commission (ASIC);
- Australian Prudential regulatory Authority (APRA);
- another Commonwealth Authority that has been nominated under the Corporations Act; or
- a lawyer who acts for you.

If your disclosure relates to our tax affairs, you may also contact an auditor, prescribed tax agent director, secretary or any other employee or officer whose duties relate to our tax affairs.

If your disclosure is an emergency disclosure or a public interest disclosure, you may contact a journalist or Member of Parliament. Further information about emergency and public interest disclosures is contained in Sections 5.1 and 5.2.

## 8. Whistleblower Protections



We are committed to protecting Whistleblowers from any adverse action that may arise from making a disclosure. The following protections are available for qualifying disclosures.

Under the Corporations Act, Whistleblowers will not be subject to any civil, criminal or administrative liability (including disciplinary action) for making a disclosure, and no contractual (e.g. employment contract) or other remedy may be enforced or exercised against you because of the disclosure.

If the disclosure is a public interest disclosure, emergency or the disclosure has been made to ASIC, APRA or other approved Commonwealth authority, the information cannot be used against you in criminal or civil proceedings or in proceedings (other than proceedings in respect to false information).

If your disclosure relates to our tax affairs, the Taxation Administration Act 1953 provides you with similar protections to those under the Corporations Act.

However, the above protections do not grant immunity for any misconduct you may have engaged in that is revealed in your disclosure.

Under the Corporations Act, Whistleblowers are protected by the requirement that their identity and information that may lead to their identification be kept confidential. This requirement is subject to some exceptions, namely when the:

- information is disclosed to ASIC, APRA or the AFP or another prescribed person or body;
- information is disclosed to a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the Whistleblower protections under the Corporations Act; or
- Whistleblower consents to the disclosure.

It is permissible to disclose information contained in a disclosure, with or without the Whistleblower's consent if:

- the information does not include the Whistleblower's identity;
- we have taken reasonable steps to reduce the risk that the Whistleblower will be identified from the information; and
- it is reasonably necessary to disclose the information to investigate the issues raised in the disclosure.

We want to ensure that the identity of any Whistleblower is protected. To ensure that this happens, we will observe all of the following measures:

- All paper and electronic documents and other materials relating to disclosures are stored securely,
- All information relating to a disclosure can only be accessed by those directly involved in managing and investigating the disclosure.
- Only a restricted number of people who are directly involved in handling and investigating a disclosure are made aware of a Whistleblower's identity,
- Communications and documents relating to the investigation of a disclosure are not sent to an email address or to a printer that can be accessed by other staff,
- Each person who is involved in handling and investigating a disclosure is reminded that they should keep the identity of the Whistleblower and the disclosure confidential and that an unauthorised disclosure of a discloser's identity may be a criminal offence.

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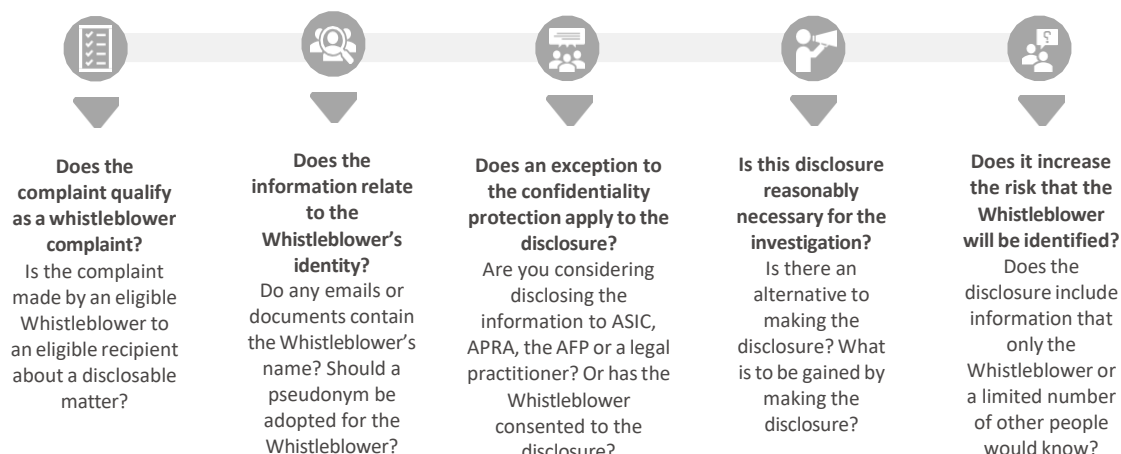
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**Disclosures which breach the confidentiality protections are an offence under the *Corporations Act*.**

If you are the recipient of a Whistleblower complaint, you should think carefully before you disclose any information to others.

If you receive a disclosure from a Whistleblower, you should use the following diagram to assist you in deciding whether to disclose information and seek advice if required.



A Whistleblower may lodge a complaint with us, ASIC, APRA or ATO in the event of a breach of confidentiality.

The Corporations Act protects Whistleblowers from victimisation and suffering any detriment by reason because they made disclosure. We will not tolerate conduct that causes detriment to someone who has or may have made a Whistleblower complaint. A Whistleblower may seek independent legal advice or contact ASIC, APRA or the ATO if they believe they have suffered detriment.

**It is an offence to engage in conduct that causes detriment to, or threatens to cause detriment to, a person in circumstances where you believe or suspect that they have made a Whistleblower complaint.**

A few examples of causing detriment are as follows:

- Dismissal of Whistleblower
- Injury
- Discrimination
- Harassment or intimidation
- Harm or injury, including psychological harm
- Damage to property
- Damage to reputation;
- Damage to business or financial position
- Alteration of Whistleblower's position or duties to his or her disadvantage
- Any other damage to a person
- Express or implied threat to cause detriment

However, the following types of conduct are not detrimental conduct:

- administrative action that is reasonable for the purpose of protecting a Whistleblower from detriment (e.g. moving a Whistleblower who has made a disclosure about their immediate work area to another office to prevent them from detriment; or
- managing the Whistleblower's unsatisfactory work performance, if the action is in line with our performance management framework.

Examples of how we will protect you from detriment:

- assessing the risk of detriment to you and taking action to protect you from risk of detriment (e.g. reassigning you to another role at the same level, making modifications to your workplace or the way you perform your work duties or reassigning staff involved in the disclosable matter);
- considering strategies to help you minimise and manage stress, time or performance impacts; or
- making support services available to you.

If you make a malicious, deliberately false or vexatious allegations of a disclosable matter, you could be subject to disciplinary proceedings.

## 9. Compensation and other remedies

A Whistleblower can seek compensation and other remedies through the courts if they suffer loss, damage or injury because of a disclosure and we failed to take reasonable precautions and exercise due diligence to prevent detrimental conduct.

If anyone engages in, or aids, abets, counsels, procures, induces, conspires or are in any way knowingly concerned in, or party to, detrimental conduct described in Section 8 above, then a court has the power to require that person and/or us to compensate the other person for loss, damage or injury suffered as a result of that conduct. The court also has power to make any other orders or considers appropriate.

## 10. Investigating a disclosure

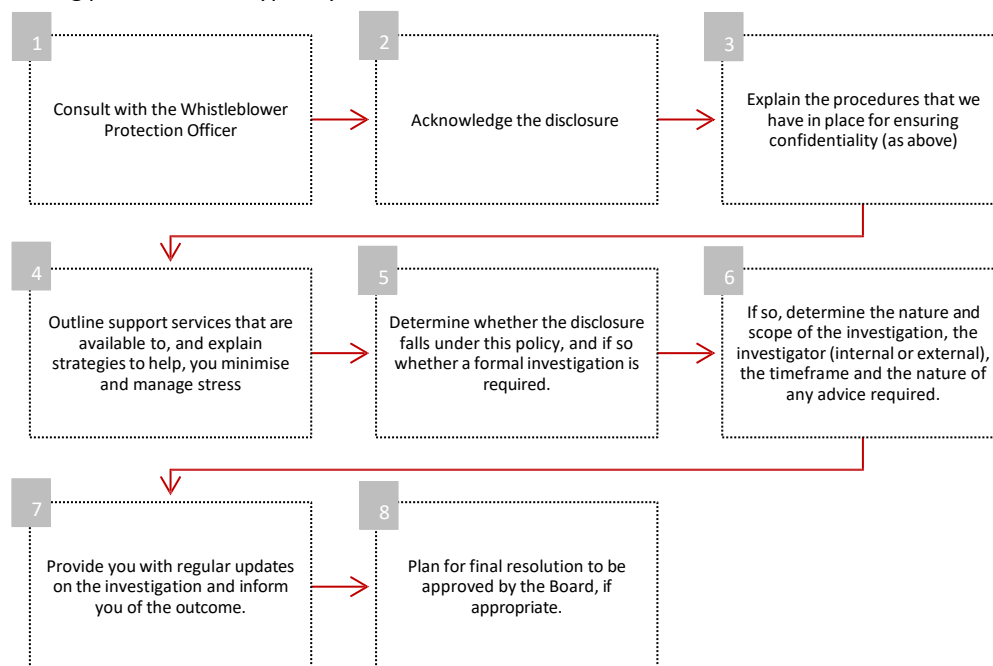
If you make a disclosure as a Whistleblower, we will investigate this as soon as possible. This may include appointing an external investigator to investigate the matter. If you have made your disclosure anonymously to our independent global hotline or website then the disclosure will be directed on a totally anonymous basis to our Whistleblower Protection Officer (once nominated) or another senior person within City Chic.

The person to whom you disclose your disclosable matter will:

- not disclose your identity (if it is known) to anyone without your written consent (other than if an exception applies – see section 8.2);
- if they are not the WPO, notify the WPO of the disclosure (unless that person is involved in the disclosable matter, in which case they will consult with the CEO who will appoint an acting WPO);
- take immediate action where, for example, theft has taken place, security is at risk, or immediate recovery is possible— and contact the CEO if the WPO cannot immediately be reached; and
- explain that people may guess your identity if, for example, you have previously mentioned to other people that you are considering making a disclosure or if you are one of a very small number of people with access to the information.

We may not be able to undertake an investigation if we are not able to contact the Whistleblower because, for example, they have made a report anonymously and have either refused to provide or have not provided a means of contacting them.

The following procedure will typically be followed.



If you receive any inquiries from the media, they **must be directed to the CEO**, who may consult with the Audit & Risk Committee, the Board and/or external advisers.

We will ensure that any individual who is mentioned in a Whistleblower's disclosure will be treated fairly. Measures we will take for fair treatment will include as appropriate on a case by case basis: confidentiality, an objective and fair investigation, letting the individual know about the investigation and access to support services such as counselling.

## 11. Availability and training of Policy

This policy:

- Should be read in conjunction with our *Code of Conduct* and *Workplace Behaviour Policy*.
- Is provided to all of our team members and our related entities via the company's HRIS.

We will take all reasonable steps to ensure that our officers, senior managers and team members are aware of, and understand this policy. We will also provide training for Senior Managers and others who may receive whistleblower reports and how to respond to them.

## 12. Review of Policy

This policy does not form part of your contract of employment. This policy cannot be amended without the approval from our Board. It will be reviewed annually to ensure it remains effective and meets best practice standards and our needs.

## 13. Contact

Any questions relating to this Policy should be directed to: [HR@citychic.com.au](mailto:HR@citychic.com.au)