

Whistleblowers Policy

30 October 2020

Whistleblowers Policy

Booktopia Group Limited ACN 612 421 388 and its subsidiaries (the Company)

1. Introduction and Purpose

1.1 Background

The Company is committed to promoting and supporting a culture of corporate compliance and ethical behaviour.

1.2 Purpose

The purpose of this Whistleblowers Policy (**Policy**) is to:

- (a) encourage people to raise any concerns and report instances of Reportable Conduct where there are reasonable grounds to support such action, without fear of intimidation, disadvantage or reprisal;
- (b) outline the mechanisms for the reporting and investigation of reported matters;
- (c) outline the measures in place to protect a whistleblower; and
- (d) promote a workplace environment in which everyone feels safe, supported and encouraged to make reports about Reportable Conduct.

The Board will not tolerate anyone being discouraged from speaking up or being subject to detriment because they want to make a report or they have done so. Disciplinary action, up to and including termination of employment or engagement, may be imposed on anyone shown to have caused detriment to a person in connection with speaking up

2. Scope

Anyone with information about Reportable Conduct is encouraged to make a report. This includes all of the Company's current and past employees, directors, suppliers and associates.

Reportable Conduct means conduct that the discloser has reasonable grounds to suspect that the information concerns misconduct, or an improper state of affairs or circumstances about the Group. Examples of Reportable Conduct include, but are not limited to:

- breach of laws or regulations;
 - breach of the Code of Conduct or other policies, standards or codes of the Company and its subsidiaries (the **Group**);
 - criminal activity;
 - bribery or corruption;
 - conduct endangering health and safety, or causing damage to the environment;
 - dishonest or unethical behaviour;
 - information that indicates a danger to the public or to the financial system;
 - conflicts of interest;
 - anti-competitive behaviour;
 - victimisation or harassment;
 - financial fraud or mismanagement;
 - insider trading;
 - unauthorised use of the Company's confidential information;
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- conduct likely to damage the Group's financial position or reputation; and
- deliberate concealment of the above.

This Policy does not deal with personal work-related grievances which do not constitute Reportable Conduct (it is noted that separate procedures exist to deal with personal work-related grievances). Personal work-related grievances are grievances relating to employment that have personal implications (such as a disagreement between employees or a decision about an Employee's promotion). Generally, these grievances should be raised via Human Resources to allow those issues to be resolved most effectively. In some cases, these grievances may qualify for legal protection (see Attachment 1).

3. Reporting conduct

3.1 How to report conduct

Anyone with information about Reportable Conduct is encouraged to report to:

- (a) one of the Whistleblower Protected Disclosure Officers, identified in paragraph 3.2 of this Policy; or
- (b) if your concern relates to senior executives, or any Whistleblower Protected Disclosure Officer named in this Policy, the Chairman of the Board.

3.2 Whistleblowers Protected Disclosure Officers

The contact details of the Whistleblower Protected Disclosure Officers can be found by contacting Human Resources. You can make your report by email, telephone or in person.

3.3 Information to be provided

When making a report, you should provide as much information as possible, including details of the Reportable Conduct, people involved, dates, locations and if any more evidence may exist.

When reporting under this Policy you will be expected to have reasonable grounds to believe the information you are disclosing is true, but you will not be penalised even if the information turns out to be incorrect. However, you obviously must not make a report that you know is not true or is misleading. Where it is found that a person has knowingly made a false report, this will be considered a serious matter and will result in disciplinary action.

3.4 Making anonymous reports

Reports can be made anonymously if required by sending written reports directly to a Whistleblower Protected Disclosure Officer. If an Employee chooses to disclose Reportable Conduct anonymously, this may hinder the ability of the Company to fully investigate the matter. Further, it may in certain circumstances prevent the whistleblower from accessing additional protection at law (refer to Schedule 15.2 of this Policy). Disclosures that involve a threat to life or property, illegal activities or legal action against the Group may require actions that do not allow for complete anonymity.

4. Handling of reports

4.1 Timely review of reported conduct

The Company's response to a report will vary depending on the nature of the report and the amount of information provided. The report may be addressed and resolved informally (such as assisting employees to change their behaviour) or through formal investigation.

While making a report does not guarantee a formal investigation, all reports will be properly assessed and considered by the Company and a decision made as to whether they should be investigated.

Any investigations commenced will be conducted in a timely manner and will be fair and independent from any persons to whom the report relates. All employees and contractors must cooperate fully with any investigations.

Appropriate corrective action will be taken as warranted by the investigation.

4.2 Role of Whistleblower Protected Disclosure Officer

The Whistleblower Protected Disclosure Officer is responsible for:

- (a) coordinating the investigation into any report received from a whistleblower;
- (b) documenting and handling all matters in relation to the report and investigation; and
- (c) finalising all investigations.

The Whistleblower Protected Disclosure Officer will, at all times, have direct and unrestricted access to reasonable financial, legal and operational assistance when this is required for any investigation.

4.3 Rights of person who is subject to an investigation

Unless there are confidentiality or other reasons not to do so, individuals to whom the reported conduct relates will be informed of the allegation at an appropriate time and will be given a chance to respond to

the allegations made against them.

4.4 Whistleblower will be kept appropriately informed

Where possible and subject to considerations of the privacy of those against whom allegations are made, the whistleblower will be kept appropriately informed of the progress of action taken in respect of their report and at the conclusion of the investigation will be informed of the outcome.

4.5 Confidentiality

The Company and any persons receiving reports will not disclose particulars of reported matters that would suggest the identity of the whistleblower without obtaining the whistleblowers prior consent, subject to any requirements of applicable law. Any such disclosure to which the whistleblower consents will be made on a strictly confidential basis.

4.6 Reporting

The Audit & Risk Management Committee will receive a summary of investigation reports made under this Policy and report to the Board. The Audit and Risk Committee will also be provided information about any material incidents reported in a timely manner outside normal reporting periods, which will subsequently be provided to the Board. Anonymity and confidentiality requirements will be observed by the Audit & Risk Management Committee.

5. Protection of whistleblowers

5.1 General protections

Whistleblowers that report a concern under this Policy must not be personally disadvantaged or subjected to detriment. Examples of detriment include:

- (a) dismissal;
- (b) demotion;
- (c) any form of harassment;
- (d) discrimination; or
- (e) current or future bias.

The Company is committed to making sure that “whistleblowers” are treated fairly and do not suffer detriment because they have made a report. The protections offered will depend on things such as the Reportable Conduct and the people involved.

Protections may include the following:

- monitoring and managing the behaviour of other employees;
- relocating employees (which may include the people alleged to have been involved in the Reportable Conduct) to a different division, group or office;
- offering a leave of absence or flexible workplace arrangements while a matter is investigated;
- access to support from the Company (such as counselling or other support services); and/or
- ~~rectifying any detriment that that the whistleblower has suffered.~~

6. Other matters

6.1 Amendment of policy

This Policy can only be amended with the approval of the Board.

6.2 Adoption of Policy and Board review

This Policy was adopted by the Board on 30 October 2020, and takes effect from that date and replaces any previous policy in this regard.

The Board will review this Policy periodically. This Policy will be available on the Company's public website and on the Company's intranet. The Company Secretary will communicate any amendments to employees as appropriate.

Schedule 1 Additional protections provided by law

You are encouraged to make a report about Reportable Conduct under this Policy. However, the law offers protections in other cases (for example, you can report potential misconduct to people other than the recipients in section 3.1).

If a “protected disclosure” is made under the law and not in accordance with the Whistleblowers Policy, the person making the report will still be entitled to the legal protections outlined in this Schedule 1.

Please contact a Whistleblower Protected Disclosure Officer for more information about legal protections.

Protected disclosures

Certain information that is disclosed to certain people or organisations is protected by law. Examples of this information and recipients are outlined in the following table.

Information reported or disclosed	Recipient of disclosed information
<ul style="list-style-type: none"> • Information about actual or suspected misconduct, or an improper state of affairs or circumstances in relation to the Company or a related body corporate • This includes information that the Company or any officer or employee of the Company or a related body corporate has engaged in conduct that: <ul style="list-style-type: none"> ○ contravenes or constitutes an offence against certain legislation (e.g. the Corporations Act); ○ represents a danger to the public or the financial system; or ○ constitutes an offence against any law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more 	<ul style="list-style-type: none"> • A person authorised by the Company to receive protected disclosures – i.e. Whistleblower Protected Disclosure Officers under this Policy • An officer or senior manager of the Company or a related body corporate • An auditor, or a member of an audit team conducting an audit, of the Company or a related body corporate • An actuary of the Company or a related body corporate • ASIC or APRA • A legal practitioner for the purpose of obtaining legal advice or legal representation
<ul style="list-style-type: none"> • Information about misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of the Company or an associate, which the employee considers may assist the recipient to perform functions or duties in relation to the tax affairs of the Company or an associate 	<ul style="list-style-type: none"> • An auditor, or a member of an audit team conducting an audit, of the Company or a related body corporate • A registered tax agent or BAS agent who provides tax services or BAS services to the Company or related body corporate • A director, secretary or senior manager of the Company • An employee or officer of the Company or related body corporate who has functions or duties that relate to the tax affairs of the Company or related body corporate

Information reported or disclosed	Recipient of disclosed information
<ul style="list-style-type: none"> Information that may assist the Commissioner of Taxation to perform his or her functions or duties under a taxation law in relation to the Company 	<ul style="list-style-type: none"> Commissioner of Taxation

The law also protects certain disclosures made in “emergency” and “public interest” situations, in which case disclosures can be made to additional recipients following a special process under the law (including members of parliament and professional journalists).

Please contact the Company Secretary for more information about emergency and public interest disclosures.

Personal work-related grievances

Legal protection for disclosures about solely personal employment related matters are only available under the law in limited circumstances. A disclosure of a personal work-related grievance will remain protected if, in summary:

- it concerns detriment to a person because they have or may be considering making a report of Reportable Conduct; or
- it is made to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of the law about whistleblowers.

Under the law, a grievance is **not** a ‘personal work related grievance’ if it:

- has significant implications for an entity regulated under the law that do not relate to the discloser;
- concerns conduct, or alleged conduct, in contravention of specified corporate and financial services laws, or that constitutes an offence punishable by 12 months or more imprisonment under any other Commonwealth laws;
- concerns conduct that represents a danger to the public or financial system; or
- concerns conduct prescribed by the regulations.

Specific protections and remedies

Additional legislative protections may also be available, including but not limited to:

- compensation for loss, damage or injury suffered as a result of detrimental conduct;
- an injunction to prevent, stop or remedy the effects of the detrimental conduct;
- an order requiring an apology for engaging in the detrimental conduct;
- if the detrimental conduct wholly or partly resulted in the termination of an employee's employment, reinstatement of their position; and
- any other order the court thinks appropriate.

The law also states that if you make a protected disclosure:

- in some circumstances (e.g. if the disclosure has been made to a regulator) the information you provide is not admissible in evidence against you in criminal proceedings or in proceedings for the imposition of a penalty, other than proceedings in respect of the falsity of the information;
- you are not subject to any civil, criminal or administrative liability for making the disclosure; and

- no contractual or other remedy may be enforced or exercised against you the basis of the disclosure.