



Computershare Limited

Whistleblower Policy

January 2020

Computershare Limited Whistleblower Policy

Commitment

Computershare is committed to the highest standards of ethical conduct in all of our business activities.

Purpose of this policy

The purpose of this policy is to support Computershare's commitment to the highest standards of ethical conduct and to provide everyone working at Computershare with the means to raise concerns, without the fear of retaliation, regarding Reportable Conduct.

Who is covered by this policy?

This policy applies to all businesses in the Computershare group globally. It is applicable to all current and former directors, officers, employees, associates and contractors (or any relative or dependent of these persons), as well as Computershare's suppliers and service providers and other persons who may be aware of Reportable Conduct concerning Computershare or any of its directors, officers, associates, employees or contractors.

What is "Reportable Conduct"?

Reportable Conduct can be actual or suspected and is anything that concerns misconduct or an improper state of affairs or circumstances in relation to Computershare, including that which is:

- Dishonest;
- Illegal or Fraudulent;
- Corrupt;
- A questionable practice relating to accounting or similar financial controls;
- A conflict of interest;
- An inappropriate offering or receiving of gifts or entertainment;
- Theft or embezzlement;
- A disclosure or misappropriation of confidential information;
- A danger to the environment or workplace health or safety;
- Harassment, discrimination or bullying;
- Violent or threatening;
- Indicative of a violation of local laws (including local taxation laws);
- Unethical or otherwise has the potential to damage Computershare's reputation;
- A violation of Computershare policy, such as Computershare's Code of Conduct; or
- Attempts to conceal any of the above

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.

How do I raise a concern about possible Reportable Conduct?

If you are an employee of Computershare and you become aware of any conduct which you consider or believe, on reasonable grounds or otherwise in good faith, may be Reportable Conduct, then you should initially raise it with a senior manager within your business division or function. In many cases, this should satisfactorily address your concern.

If you believe that you have been subject to harassment, discrimination or bullying, then you should first raise the issue in accordance with your local HR grievance procedures.

Computershare Limited Whistleblower Policy

Computershare also recognises that there may be issues of such sensitivity that you do not feel comfortable raising with your senior manager or through your local HR processes or you may feel that a concern you have raised has not been adequately addressed. If that is the case, then you can submit a formal report of Reportable Conduct in accordance with the processes below.

How do I submit a report?

To submit a formal report of Reportable Conduct, you can:

- Report the matter through our external [Global Whistleblower Hotline / Website](#), as provided by an independent third-party operator, EthicsPoint. This service has been established to facilitate anonymous and confidential reporting and is accessible 24 hours a day, 7 days a week across all regions in which Computershare operates. Reports can be made online or over the phone. All reports submitted through the service will be forwarded by EthicsPoint to Computershare for assessment and, if they relate to Reportable Conduct, will be investigated under this policy. You can access the Ethicspoint Hotline / Website at <http://computershare.ethicspoint.com>; or
- Report the matter to your Regional Whistleblower Officer by phone or email. The Regional Whistleblower Officers are:

Australia and New Zealand Mark D’Arcangelo	mark.d’arcangelo@computershare.com.au	+61 3 9415 5194
Hong Kong and China Kevin Tsen	kevin.tsen@computershare.com.hk	+852 3757 3632
Canada Wade Jamieson	wade.jamieson@computershare.com	+1 416 2639242
UK, Channel Islands, Continental Europe, Ireland and Africa Emma Lowry	emma.lowry@computershare.co.uk	+44 370 703 0363
United States Bill Becker	bill.becker@computershare.com	+1 502 301 6099

Can I make a report anonymously?

If you make a report, you may choose to remain anonymous and there is no requirement that you provide your name in order to qualify for protection under this policy.

What happens after I make a report?

If you raise a report under this policy, then it will be assessed to determine if it relates to Reportable Conduct and, if so, will be investigated as appropriate. The investigation process includes:

Assigning an investigation team -- Experts with the right knowledge and objectivity are assigned

Computershare Limited Whistleblower Policy

to investigate.

Conducting an investigation --The team determines the facts through interviews and/or review of documents as necessary. Unless there are confidentiality or other reasons not to do so, persons to whom the disclosure 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.

Corrective action -- If necessary, the team recommends corrective actions to the appropriate managers for implementation.

Feedback -- The person raising the concern receives feedback on the outcome, to the extent he or she has made available a means to contact him/her.

If you are an external party and your report is assessed as relating to a concern or complaint about a product or service provided by Computershare rather than to Reportable Conduct, then the report will be referred to your local service concern department for further investigation and resolution.

Will my report be treated confidentially?

If you raise a report under this policy then the information you provide will be shared only on a strict "need-to-know" basis as necessary for investigating the concern raised. In any case, all reasonable steps will be taken to protect your identity where your report is made on reasonable grounds, or otherwise in good faith. We will not disclose your identity without your consent, except as permitted or compelled by legal and regulatory requirements in your local jurisdiction.

All files and records created from an investigation will be retained under strict security.

Will I be protected if I submit a report?

Computershare will not tolerate any retaliation against any person who raises (or attempts to raise) a report of Reportable Conduct on reasonable grounds, or otherwise in good faith, or a person who helps to address or investigate a concern raised. Retaliation occurs where a person causes or threatens detriment to another person, which may include (but is not limited to):

- disadvantage or discrimination in employment (e.g. demoting, dismissing or suspending a person);
- harassment or intimidation;
- harm or injury (physical or psychological harm);
- any damage to a person, including their property, reputation or financial position; or
- any of the above actions when carried out against any person associated with the whistleblower.

Any such retaliatory action is grounds for disciplinary action up to and including dismissal. In some cases, retaliatory action may attract civil or criminal liability.

Reporting

The Group General Counsel will report on whistleblower incidents quarterly to the Global Risk and Audit Committee. These reports will be made on a 'no names' basis, maintaining the confidentiality of matters raised under this policy.

In addition, serious and/or material Reportable Conduct will be considered by the Group General Counsel for immediate referral to the Chairman of the Global Risk and Audit Committee.

Computershare Limited Whistleblower Policy

Implementation of this policy

This policy must be implemented in accordance with the local laws of the relevant jurisdiction in relation to which a disclosure is made. To the extent of any inconsistency between local jurisdictional requirements and the requirements of this policy, the local jurisdictional requirements will prevail.

Availability of this policy

This policy is available on the Whistleblower webpage of Computershare's website and on the intranet sites of the relevant businesses in the Computershare group globally.

Review of this policy

The Group General Counsel and the Global Risk and Audit Committee will monitor and annually review the effectiveness of this policy.

Amendment of this policy

This Policy can only be amended with the approval of the Global Risk and Audit Committee of Computershare Limited.

This version of the Policy was approved by the Global Risk and Audit Committee on 23 December 2019.

Computershare Limited Whistleblower Policy

ADDENDUM FOR AUSTRALIAN WHISTLEBLOWERS

Whistleblower protection laws in Australia prescribe that whistleblower policies must include certain information about the protections available to Australian whistleblowers, and other important matters such as those outlined in this addendum. None of the below should be construed as limiting the rights or protections of whistleblowers in other jurisdictions in which Computershare operates. This information is supplementary to and should be read in conjunction with the policy.

If you have any questions about the policy or this addendum you should contact the Regional Whistleblower Officer for Australia and New Zealand or if you are unsure about the statutory protections available in Australia, please seek independent legal advice.

Statutory protections

The Corporations Act 2001 (Cth) (**Corporations Act**) and Taxation Administration Act 1958 (Cth) (**Taxation Administration Act**) (together, the **AU Whistleblower Protection Laws**) give special protection to disclosures about certain types of Reportable Conduct which are made in accordance with the requirements of the AU Whistleblower Protection Laws.

The protections in the AU Whistleblower Protection Laws will only apply to you if you:

- (a) are an eligible whistleblower; and
- (b) you make a report (internally or externally) of Reportable Conduct which qualifies for protection under those laws; and
- (c) your report of Reportable Conduct is made to the Global Whistleblower Hotline / Website, Ethics Point or to a Regional Whistleblower Officer in accordance with the policy or through the other disclosure avenues set out in this addendum.

Are you an eligible whistleblower?

If you are covered by the policy, you will be an eligible whistleblower for the purposes of the AU Whistleblower Protections Laws.

Do you have information to report in relation to reportable conduct?

It is important to be aware that only certain types of reportable conduct will qualify for protection under the AU Whistleblower Protection Laws.

Whilst Computershare may provide you with protection under this policy for making a report of reportable conduct (as defined in this policy), it may not always automatically mean that you will be eligible for protection under the AU Whistleblower Protection Laws described in this addendum.

Reportable conduct that can be the subject of a report that qualifies for protection under the AU Whistleblower Protection Laws is where you have reasonable grounds to suspect that the information you are reporting:

- (a) concerns misconduct, or an improper state of affairs or circumstances, in relation to Computershare. In many circumstances this will include reportable conduct as defined in the policy; or
- (b) indicates that Computershare, or an officer or employee of Computershare, has engaged in conduct that:
 - (i) constitutes an offence against, or a contravention of, the Corporations Act, Australian Securities and Investment Commission Act 2001 (Cth), Banking Act 1959 (Cth), Financial Sector (Collection of Data) Act 2001 (Cth), Insurance Act 1973 (Cth), Life Insurance Act 1995 (Cth), National

Computershare Limited Whistleblower Policy

Consumer Credit Protection Act 2009 (Cth), Superannuation Industry (Supervision) Act 1993 (Cth) or any instrument made under such legislation;

- (ii) indicates that Computershare, or an officer or employee of Computershare, has engaged in conduct that constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more; or
 - (iii) indicates that Computershare, or an officer or employee of Computershare, represents a danger to the public or the financial system; or
- (c) concerns misconduct, or an improper state of affairs or circumstances in relation to the tax affairs of Computershare where the information may assist the recipient to perform functions or duties in relation to the tax affairs of Computershare or an associate.

Please note that reportable conduct can include conduct which does not involve a contravention of a particular law. For example, where the information would be of interest to a regulatory authority or suggest a risk of customer harm. In addition, information that suggests a significant risk to public safety or stability of the financial system is reportable conduct even if it does not involve a breach of a particular law.

You can still qualify for protection even if your report of reportable conduct ultimately turns out to be incorrect or is not substantiated provided that you had a reasonable basis for making the report.

What type of conduct is not reportable conduct?

As set out above, reports which are not about reportable conduct under the AU Whistleblower Protection Laws will not qualify for statutory protection (even though Computershare may provide you with protection under the policy). In some circumstances, reports which do not qualify as reportable conduct may still be protected under other legislation, such as the Fair Work Act 2009.

For example, even though harassment, discrimination and bullying are listed in the policy as conduct which amounts to 'reportable conduct' for the purpose of the policy, personal work-related grievances are not generally considered reportable conduct under this addendum or the AU Whistleblower Protection Laws.

Personal work related grievances are issues or concerns which have, or tend to have, implications for you personally. For example, an interpersonal conflict between you and another employee, a decision relating to your engagement, transfer or promotion, a decision relating to your terms and conditions of engagement or a decision to suspend or terminate your engagement, or otherwise to discipline you.

There may be some instances where a personal work related grievance also has significant implications for Computershare and qualifies for protection. For example, if it includes information about misconduct beyond your personal circumstances, demonstrates a systemic issue or where Computershare has breached employment or other laws punishable by imprisonment for a period of 12 months or more, or an entity in the group engages in conduct that represents a danger to the public.

When this is determined to be the case, a report will be considered to be reportable conduct and handled in accordance with this policy.

If you have any questions about the type of conduct that is reportable conduct for the purpose of this addendum and the AU Whistleblower Protection Laws, you should contact the Regional Whistleblower Officer for Australia and New Zealand.

What other avenues can you utilise to make a report of reportable conduct?

In addition to the avenues identified in the policy that you can utilise to make a report of reportable conduct, you can also make a report directly through the below channels as each of the individuals or bodies are eligible to receive reports that qualify for statutory protection under the AU Whistleblower Protections Laws.

Computershare Limited Whistleblower Policy

Disclosures within Computershare

If for any reason you believe that you are unable to report your concern through the Global Whistleblower Hotline or Website operated by EthicsPoint or to the Regional Whistleblower Officer, then you may contact a director, officer, auditor or actuary of Computershare or any of Computershare's related bodies corporate and make your disclosure to one of these individuals. If the concern relates to the tax affairs of Computershare, you may also contact an auditor, prescribed tax agent director, secretary or any other employee or officer who has functions or duties relating to the tax affairs of Computershare.

Disclosures to regulators

Disclosures of reportable conduct may also be made to certain regulators in the Australian jurisdiction (such as ASIC, APRA or the Tax Commissioner in relation to certain tax affairs), in accordance with local Australian laws and regulations, including by Computershare where required.

Whilst you are strongly encouraged to use internal reporting channels first before making disclosures to external bodies, nothing in this policy limits your right to use these external channels if you consider them to be more appropriate in the circumstances. This policy continues to provide protections to persons who choose to make disclosures in this way, although your report will not be handled in accordance with this policy.

Emergency and public interest disclosures

In specified circumstances 'emergency disclosures' may also be made to a member of parliament or a journalist. Importantly, such disclosures will be protected only if they have already been made to ASIC, APRA (or another prescribed body) and where the discloser believes there is a substantial or imminent risk to public health and safety (or the environment). A 'public interest disclosure' may be made in circumstances where 90 days have passed since the whistleblower's original disclosure to one of the prescribed regulators and they believe, on reasonable grounds, that further disclosure would be in the public interest. The discloser must give the original recipient written notice of their intention to make an emergency or public interest disclosure. Disclosures will not be protected as public interest disclosures or emergency disclosures if they relate to tax affairs. Before you make an emergency or public interest disclosure, you should contact an independent legal advisor to obtain advice about the relevant requirements for these types of disclosures.

Disclosures to legal practitioners

Finally, nothing in this policy limits your right to make a disclosure to a legal practitioner for the purposes of obtaining legal advice as to whether and what protections may apply to you under this policy (even if the legal practitioner ultimately concludes your disclosure is not about a reportable matter that will qualify for protection under the AU Whistleblower Protection Laws).

Legal protections available

The statutory protections that are available if you are an eligible whistleblower include (in each case, in accordance with the provisions of the AU Whistleblower Protections Laws):

- the right to have your identity protected;
- the right to have information you provide as part of the disclosure handled appropriately;
- the right to be protected from civil, criminal or administrative liability for making the disclosure; from contractual or other remedies based on the disclosure; and from the admissibility of the information provided in evidence against you;
- the right to be protected from detrimental treatment or any form of victimisation;
- the right to compensation and other remedies (including the right to litigation costs relief) for breach of the legislative protections; and

Computershare Limited Whistleblower Policy

- the right not to be required to disclose your identity before any court or tribunal.

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

The protections apply from the time you make a report addressing reportable conduct, irrespective of whether a report has been made internally (for example, to the Regional Whistleblower Officer) or externally (for example, to EthicsPoint) or to a legal practitioner, regulatory body or a public interest or emergency disclosure in accordance with the requirements of the Corporations Act. You may also be eligible to seek compensation and other remedies if you suffer loss, damage or injury in specific circumstances. For example, because Computershare failed to take reasonable precautions to prevent detrimental treatment suffered by you. You should seek independent legal advice in these circumstances, or you can contact ASIC, APRA or the ATO.

Further questions about these statutory protections should be directed to the Regional Whistleblower Officer for Australia and New Zealand.

Anonymous reports

As set out in the policy, you can choose to make a report anonymously and still qualify for both statutory protection and protection under this policy.

You can choose to remain anonymous while making a report, over the course of the investigation and after the investigation is finalised. You can also refuse to answer questions that you feel could reveal your identity at any time, including during follow-up conversations.

Other steps Computershare will take in practice to protect your anonymity include (but are not limited to), communicating with you via our third party whistleblower hotline, EthicsPoint, on an anonymous basis, communicating with you using any anonymised email address if you provide that as a means to facilitate two-way communication with Computershare and allowing you to adopt a pseudonym for the purposes of your report.

Computershare will respect your right to not identify yourself. However, electing to make a report anonymously may hinder Computershare's ability to fully investigate your report, particularly if you do not provide an ongoing means to contact you.

Investigation of reports

Generally, the investigation process set out in the policy will be followed where you make a report of reportable conduct. However, this is subject to any legal or statutory requirements set out in the AU Whistleblower Protection Laws.

Following an investigation, an investigation report may be produced at the discretion of Computershare. Circulation of any investigation report (while preserving confidentiality in accordance with the policy and legislative requirements) will be restricted to individuals who will be involved in determining any action to be taken.

Wherever possible, you will be kept informed of the progress of the investigation (subject to privacy and confidentiality obligations). The frequency and detail of any updates will depend on the nature of the reportable conduct and the contact information provided by you. Typically, you will be contacted through the channel used for making the original report (including through anonymous channels). As a general rule, you will be informed of the results of an investigation as soon as the investigation is finalised and acted upon. However, in some circumstances, privacy, confidentiality or other constraints may limit the feedback that can be provided to you.

Computershare Limited Whistleblower Policy

Confidentiality

Computershare has a legal obligation to protect your identity if you make a report and is committed to ensuring that reports are managed with appropriate confidentiality and in accordance with the policy and statutory confidentiality regimes where applicable.

In accordance with the Corporations Act, Computershare will not disclose information that is likely to lead to your identification as part of its investigation process unless:

- the information does not include your identity;
- Computershare removes information relating to your identity or other information that is likely to lead to your identification (ie your name, position title and any other identifying details); and
- it is reasonably necessary for investigation the issues raised in your report.

Other steps Computershare will take in practice to protect the confidentiality of your identity include, but are not limited to, redacting, where possible, your personal information or references to you witnessing an event, contacting you (where possible) to help identify aspects of your report that could inadvertently identify you and reminding individuals involved in investigating your report of confidentiality requirements.

Other than in circumstances required by law, any unauthorised disclosure of information in your report without your consent (including your identity) will be a breach of the policy and will be dealt with under Computershare's disciplinary procedures. It may also be an offence subject to penalties under the AU Whistleblower Protection Laws. If you think there has been a breach of your confidentiality, you can make a complaint under the processes described in the policy. You may also lodge a complaint with a regulator, such as ASIC, APRA or the ATO, for investigation.

Support and protection for eligible whistleblowers

Computershare is committed to providing whistleblowers appropriate support. The nature of the support that may be offered will depend on the nature of the reportable conduct reported and your personal circumstances. However, examples of the support provided to you where you make a report include: handling your report on a confidential basis in accordance with the policy, providing access to Computershare's Employee Assistance Program and offering support from human resources where reasonably required by you.

In addition, as set out in the policy, Computershare will not tolerate, and will take all reasonable steps to prevent, any retaliation, victimisation or detrimental treatment against a person who raises (or attempts to raise) a report of reportable conduct. Steps Computershare will take in practice to protect you from retaliation and detrimental treatment include: assisting you to develop strategies to help minimise and manage stress or other challenges that may result from making report or any subsequent investigation, considering whether you should perform your duties from another location or make other modifications to the way you perform work duties, considering conducting a risk assessment to manage the risk of retaliation against you.

If you have any further questions about the support and protection available to you, you should contact a the Regional Whistleblower Officer for Australia and New Zealand, or otherwise seek independent legal advice. You can also contact a regulatory body such as ASIC, APRA or the ATO if you believe you have suffered detriment.

Fair treatment of employees

Computershare is committed to ensuring the fair treatment of any Computershare officer or employee who is mentioned in a report made pursuant to this policy.

To achieve this Computershare will maintain the confidentiality of information contained in a report in accordance with the requirements of this policy, apply the investigation process set out in this policy, provide

**Computershare Limited
Whistleblower Policy**

individuals with an opportunity to respond to any allegations made against them and provide access to human resources as necessary.

The above measures will apply as general principles but will be subject to any limitations imposed by law.