



FirstGrowthFunds

First Growth Funds Limited
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Whistleblower Policy

First Growth Funds Limited (**Company**)

Whistleblower Policy

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Whistleblower Policy

1. Purpose

The Company is committed to the highest standards of conduct and ethical behaviour in all of our business activities and to promoting and supporting a culture of honest and ethical behaviour, corporate compliance and good corporate governance across the Company. As part of that commitment, the Company has established this Whistleblower Policy (**Policy**), in compliance with applicable laws and practices to encourage the reporting of Disclosable Matters.

The purpose of this Policy is to:

- provide information about the protections available to Eligible Persons;
- promote the responsible reporting of Disclosable Matters in connection with the business and affairs occurring within the Company;
- describe the channels through which Protected Disclosures may be made;
- provide for the process for investigating and dealing with Protected Disclosures and how the Company will support Eligible Persons and protect them from Detriment;
- provide reasonable respect and protective assurance to those who make Protected Disclosures in accordance with this Policy; and
- improve the prospect of Disclosable Matters being detected and addressed appropriately as well as the risk of recurrence mitigated.

This Policy is intended to supplement all applicable laws, rules and other corporate policies.

This Policy does not form part of any contract of employment or any industrial instrument.

2. Definitions and interpretation

2.1 Definitions

In this Policy:

APRA means the Australian Prudential Regulation Authority.

ASIC means the Australian Securities and Investments Commission.

Associate has the meaning given to that term under the Corporations Act.

Audit Committee means the audit and risk management committee of the Board from time to time.

Board means the board of Directors of the Company from time to time.

Chairman means the person appointed by the Board as chairman from time to time.

Company means First Growth Funds Limited

Company Secretary means a person appointed by the Company to be the company secretary.

Corporations Act means the *Corporations Act 2001* (Cth).

Corporations Regulations means *Corporations Regulations 2001* (Cth).

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Detriment includes, without limitation, dismissal, demotion, harm or injury, alteration of an employee's position or duties to their disadvantage, harassment, discrimination or damage to a person's property, reputation or business of financial position.

Director means any person holding the position of a director of the Company and includes an alternate director and Directors means the directors for the time being of the Company or as the context permits such number of them as have authority to act for the Company.

Disclosable Matter has the meaning given to that term by clause 3.3 of this Policy.

Eligible Person has the meaning given to that term by clause 3.2 of this Policy.

Eligible Recipient has the meaning given to that term by clause 4.2 of this Policy.

HR means the human resources department of the Company.

Officer has the meaning given to that term by section 9 of the Corporations Act.

Personnel means Officers, Senior Managers or employees of the Company.

Personal Work-Related Grievance Disclosure means a disclosure of information where:

the information concerns a grievance about any matter in relation to the discloser's employment, or former employment, having (or tending to have) implications for the discloser personally; and

the information:

- does not have significant implications for the Company to which it relates, or another regulated entity under part 9.4AAA of the Corporations Act; and
- does not concern conduct, or alleged conduct, referred to in clause 1317AA(5)(c),(d),(e) or (f) of the Corporations Act.

Policy means this Whistleblower Policy.

Protected Disclosure has the meaning given to that term by clause 3.1 of this Policy.

Related Body Corporate has the meaning given to that term under the Corporations Act.

Report means a report of a Protected Disclosure.

Senior Manager means a person (other than an Officer of the Company) who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the Company, or who has the capacity to affect significantly the Company's financial standing.

2.2 Interpretation

Unless the contrary intention appears, a reference in this Policy to:

- the singular includes the plural and vice versa;
 - one gender includes the others;
 - an item, recital, clause, subclause, paragraph, schedule or attachment is to an item, recital, clause, subclause, paragraph of, or schedule or attachment to, this Policy and a reference to this Policy includes any schedule or attachment; and
 - headings are for ease of reference only and do not affect the meaning or interpretation of this Policy.
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3. Protected Disclosures under this Policy

3.1 Protected Disclosures

A disclosure of information qualifies for protection under this Policy if:

- the disclosure is made by an Eligible Person;
- the disclosure is made to an Eligible Recipient; and
- the Eligible Person has reasonable grounds to suspect that the information amounts to a Disclosable Matter.

Aside from making a disclosure to an Eligible Recipient under this Policy, a disclosure by an individual will qualify for protection under part 9.4AAA of the Corporations Act where it is made to:

- ASIC, APRA or a prescribed Commonwealth authority, pursuant to section 1317AA(1) of the Corporations Act; or
- a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of part 9.4AAA, pursuant to section 1317AA(3) of the Corporations Act.

3.2 Eligible Persons

An individual is an Eligible Person for the purposes of this Policy if the individual is, or has been, any of the following:

- an Officer of the Company;
- an employee of the Company;
- an individual who supplies services or goods to the Company;
- an employee of a person that supplies goods or services to the Company (whether paid or unpaid);
- an individual who is an Associate of the Company; and
- a relative of any Eligible Person referred to above.p
- a dependant of any Eligible Person referred to above, or of such an individual's spouse; and
- an individual prescribed by the Corporations Regulations in relation to Company.

3.3 Disclosable Matter

A Disclosable Matter is information that concerns misconduct or an improper state of affairs or circumstances relating to the Company or a Related Body Corporate of the Company.

Without limitation, this includes information which indicates that the Company, an Officer or employee of the Company, a Related Body Corporate of the Company or an Officer or employee of that Related Body Corporate has engaged in conduct that

- a. constitutes an offence against, or a contravention of, a provision of any of the following:
 - the Corporations Act;
 - the *Australian Securities and Investments Commission Act 2001* (Cth);
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- the *Banking Act 1959* (Cth);
- the *Financial Sector (Collection of Data) Act 2001* (Cth);
- the *Insurance Act 1973* (Cth);
- the *Life Insurance Act 1995* (Cth);
- the *National Consumer Credit Protection Act 2009* (Cth);
- the *Superannuation Industry (Supervision) Act 1993* (Cth);
- an instrument made under an Act referred to above;
- constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more; or
- represents a danger to the public or the financial system; or
- is prescribed by the Corporations Regulations for the purposes of section 1317AA(5).

By way of further example, information regarding conduct that is:

- criminal (including but not limited to theft, drug sale or use, violence or threatened violence and criminal damage against property);
- a breach of a regulatory or contractual obligation or requirement;
- dishonest, fraudulent or corrupt (including bribery and other improper payments or inducements);
- a serious risk to health of an individual or the general public;
- a serious risk to the environment;
- a breach of the Code of Conduct;
- a breach of any Company policy or procedure; and
- intended to conceal any of the above or records or other evidence related to any of the above,
- may amount to a Disclosable Matter.

3.4 What this Policy will not address

This Policy is intended to complement (not replace) the Company's usual reporting avenues for raising issues of concern (for example, by talking to the relevant manager).

This Policy is primarily concerned with issues that may affect the wellbeing and best interests of the Company and Eligible Persons.

This Policy does not apply to Personal Work-Related Grievance Disclosures that do not concern a contravention, or alleged contravention of section 1317AC of the Corporations Act that involves Detriment caused to the discloser or a threat made to the discloser.

Any complaints of injustice in the assessment of an employee's performance, or discrimination, will be dealt with under the appropriate Company policy. If employees need clarification about whether a complaint should be addressed under this Policy or not, they should contact the external HR advisor to the company.

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4. Making a Report

4.1 Before making a Report

Employees of the Company who become aware of, or suspect on reasonable grounds, potential cases of Disclosable Matters are encouraged to discuss the matter with HR or their manager. If this does not result in a satisfactory outcome or is not possible, the employee can make a Report under this Policy.

In making a Report, an Eligible Person must have reasonable grounds to suspect that their disclosure concerns a Disclosable Matter. An Eligible Person should expressly refer to this Policy when making a Report.

4.2 How to make a Report

Eligible Persons should make a Report to an Eligible Recipient.

Each of the following is an Eligible Recipient in relation to the Company:

- 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;
- a person authorised by the Company to receive Reports under this Policy. For this purpose, the Company authorises the persons listed in 0.

If you are an employee of the Company, your supervisor or manager is eligible to receive Protected Disclosures.

If any person is in doubt as to who is an Eligible Recipient, the Report may be made to the Company Secretary.

Contact details for certain Eligible Recipients.

The Company may from time to time appoint additional Eligible Recipients within the Company and may engage an external whistleblowing service to receive Reports. The Company will communicate the identity and contact details of Eligible Recipients and details of any external whistleblowing service (as available) to Officers and employees of the Company by updating 0 of this Policy.

Although Eligible Persons who make a Report are encouraged to identify themselves, a Report can be made anonymously, in which case an Eligible Person should not provide details of their identity.

Any Report made will be treated in accordance with this Policy including, without limitation, clause 5 (Confidentiality).

5. Confidentiality

The Company recognises that Eligible Persons may not feel comfortable identifying themselves when making a Report under this Policy. An Eligible Person may choose to remain anonymous or place restrictions on who is informed about their Report.

The Company will keep the identity of an Eligible Person who has made a Report under this Policy confidential and not disclose the Eligible Person's identity, or information that is likely to lead to the identification of the Eligible Person, to a third party, except where:

- the Eligible Person consents to the disclosure;
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- the disclosure is made to ASIC, APRA, a member of the Australian Federal Police, the Commissioner of Taxation (if tax-related) or a person or body prescribed by the Corporations Regulations for the purposes of section 1317AAE(2) of the Corporations Act; or
- the disclosure is made to a Commonwealth authority, or a State or Territory authority, for the purpose of assisting the authority in the performance of its functions or duties;
- the disclosure is made to a legal practitioner for the purposes of the Company obtaining legal advice or representation in accordance with the Corporations Act;
- a court or tribunal thinks it is necessary in the interests of justice; or
- where the disclosure is otherwise required or permitted by law.

Unauthorised disclosure of:

- an Eligible Person's identity; or
- information that is likely to lead to the identification of that person,

shall be a breach of this Policy.

The Company may take disciplinary action against any employee who makes an unauthorised disclosure under this Policy.

Pursuant to section 1317AAE(4) of the Corporations Act, the Company (or another person) will not contravene the obligation of confidentiality under the Corporations Act (and as set out in this clause 5) in respect of a disclosure of information regarding a Report (**Qualifying Disclosure**) where:

the Qualifying Disclosure:

- is not of the identity of the Eligible Person; and
- is reasonably necessary for the purposes of investigating Disclosable Matter to which the Qualifying Disclosure relates; and

the Company (or the relevant person making the disclosure) takes all reasonable steps to reduce the risk that the Eligible Person will be identified as a result of the Qualifying Disclosure.

6. Protections and support

6.1 Protections available under the Corporations Act

The following protections are available under the Corporations Act to Eligible Persons who make a Protected Disclosure:

- the Eligible Person is not subject to any civil, criminal or administrative liability (including disciplinary action) for making the Protected Disclosure;
 - no contractual or other remedy may be enforced, and no contractual or other right may be exercised, against the Eligible Person on the basis of the Protected Disclosure;
 - if the Protected Disclosure qualifies for protection under subsection 1317AA(1) (disclosure to ASIC, APRA or prescribed body) or section 1317AAD (public interest disclosure and emergency disclosure) of part 9.4AAA of the Corporations Act, the information is not admissible in evidence against the person in criminal proceedings for the imposition of a penalty, other than proceedings in respect of the falsity of the information;
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- anyone who causes or threatens to cause Detriment to an Eligible Person or another person in the belief or suspicion that a Protected Disclosure 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;
- an Eligible Person's identity cannot be disclosed to a court or tribunal except where considered necessary; and
- a person receiving a disclosure commits an offence if they disclose the substance of the disclosure or the Eligible Person's identity otherwise than in the circumstances set out in clause 3.1 of this Policy.

An Eligible Person will also receive the benefit of the protections under part 9.4AAA of the Corporations Act where they make a disclosure to:

- ASIC, APRA or a prescribed Commonwealth authority as contemplated by section 1317AA(1) of the Corporations Act; or
- or a legal practitioner for the purpose of seeking legal advice or representation in relation to the operation of part 9.4AAA as contemplated by section 1317AA(3) of the Corporations Act.

6.2 Protection and support against victimisation

The Company will not tolerate any form of conduct that causes Detriment or constitutes the making of a threat to cause any such Detriment to an Eligible Person who has made a Report or to a person who is subjected to such conduct because of the belief or suspicion that they have made a Report.

The Company will take all reasonable steps to protect Eligible Persons from Detriment because they have made, are proposing to make or able to make a Report under this Policy.

Personnel found to have caused or threatened to cause Detriment to an Eligible Person may be subject to disciplinary action including, in serious cases, dismissal.

If an Eligible Person believes they have suffered Detriment as a result of making a Report under this Policy, or a belief or suspicion that they have made a Report under this Policy, the Eligible Person should:

- inform their supervisor or manager as soon as possible; or
- if the action in paragraph 0 above is not appropriate, or the Eligible Person feels the situation is not remedied, raise the matter with the Eligible Recipient to whom the Report was made (if applicable).

7. Investigation of Reports

All Reports will be taken seriously and will be investigated as soon as practicable after they are received.

The investigation will be conducted in an objective and fair manner, and otherwise as is reasonable and appropriate having regard to the nature of the Disclosable Matter and the circumstances.

The Company may appoint a person to assist in the investigation of a Report. Where appropriate, the Company will provide feedback to the Eligible Person regarding the progress and outcome of the investigation (subject to considerations of the privacy of those against whom allegations are made).

The steps the Company will follow when investigating Reports are set out in 0.

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

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8. Fair treatment

Where investigations or other enquiries do not substantiate a Protected Disclosure:

- the fact the enquiry has been carried out;
- the results of the enquiry; and
- the identity of any person the subject of the disclosure,
- will remain confidential, unless the subject of the Protected Disclosure requests otherwise.

Subject to compliance with any legal requirements, an employee who is the subject of a Protected Disclosure has the right to:

- be informed as to the substance of the allegations;
- be given a reasonable opportunity to put their case (either orally or in writing) to the Company; and
- be informed of the findings in respect of the Protected Disclosure.

9. Reporting

A final report will record findings of the investigation and other action taken in respect of a Report.

A final report relating to the Board will be provided to the Chairman or to the chairman of the Audit Committee, as appropriate.

Final reports relating to executive leaders and internal audit team members will be provided to the chairman of the Audit Committee. Updates and final reports relating to all other matters will be provided to the Audit Committee unless the Chairman of the Board or the chairman of the Audit Committee direct otherwise.

Reasonable efforts will then be made to communicate the conclusion and findings of the investigation and any other action taken in respect of a Report to the Eligible Person.

10. Access to Policy, training and awareness

10.1 How Policy will be made available

The Company will make this Policy available to Personnel by:

- publishing the Policy on the Company intranet;
- publishing the Policy on the Company's website.

Personnel may also request a copy of this Policy from HR or their manager.

10.2 Training and awareness

The Company will provide or arrange for the provision of relevant training:

- to Personnel, to ensure they understand the requirements of this Policy and their rights and obligations in connection with this Policy; and
 - to Officers and Senior Managers of the Company, to ensure they understand how to properly respond to Reports received under this Policy.
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This Policy will be given to all employees on commencement of their employment with the Company.

11. Policy management

11.1 Policy review

The Board has ultimate responsibility for the protection of Eligible Persons.

The Board is the governing body to which all Reports and investigations are provided, and where the ultimate decision-making power in respect of the reports and investigations resides.

Approval of this Policy is vested with the Board.

Reviews of this Policy are the responsibility of the Board, and will be conducted annually. This is to ensure that the Policy remains consistent with the Corporations Act and all other relevant legislative and regulatory requirements, as well as the changing nature of the Company.

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11.2 Policy revision and distribution

Version	NA
Date approved	NA
Author	NA
Description of revision	NA
Internal distribution	NA
Date	
Recipient/s	

11.3 Policy history

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Policy author	Board
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Status	Published
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Review Period	In line with Annual Financial Statements
Next Review date	On or before 30 September, 2020
Document Location	Board Policies

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- Contact details for Eligible Recipients

Contact details for Eligible Recipients within the Company.

Eligible Recipient	Contact details
CEO	a.manzoori@firstgrowthfunds.com and mobile 0409 252 088 By post to L14 440 Collins Street Melbourne, Victoria 3000, addressed to the CEO, First Growth Funds Limited and marked Confidential.
Company Secretary	cosec@firstgrowthfunds.com By post to L14 440 Collins Street Melbourne, Victoria 3000 addressed to the Company Secretary, First Growth Funds Limited and marked Confidential.
A Director or the Board of Directors	By post to Athan Lekkas, addressed to the specific Director or the Chairman of the Board of Directors, First Growth Funds Limited The Board of Directors are identified on Company's website at the following address: https://firstgrowthfunds.com

Contact details for external whistleblowing service.

Method	Contact details
Online	Policy to be updated when external service is available.
Call	Policy to be updated when external service is available.
Email	Policy to be updated when external service is available.
Mail	Policy to be updated when external service is available.
FAQ's	Policy to be updated when external service is available.

- Investigation process

Policy to be updated when external advice is available.
