



Whistleblower Policy

1. Purpose of this Policy

Kaplan Australia Pty Limited and its associated entities (as defined in the *Corporations Act 2001* (Cth)) registered in Australia (**Kaplan**) are committed to ensuring lawful, honest and ethical conduct by its employees and officers in all of its business activities.

The purpose of this Policy is to explain how a person may disclose suspected misconduct as well as to emphasise that those who make disclosures protected under Australian law will not be exposed to any detriment.

This Policy may be amended or replaced from time to time at the absolute discretion of Kaplan. It does not form part of any employee's contract of employment, or any supplier or contractor's contract of engagement.

2. Eligibility to Make Disclosures

Disclosures under this Policy may be made by anyone who is, or has previously been:

- an officer or employee (including full-time, part-time, casual, sessional and fixed-term employees) of Kaplan;
- a supplier of goods or services to Kaplan (whether paid or unpaid) including employees of suppliers of goods or services (for example contractors, consultants and service providers); an associate of the entity (as defined in section 11 of the *Corporations Act 2001* (Cth)); and
- a relative, dependent or spouse of any of the above individuals (e.g. the spouse of a former employee).

These individuals are referred to in this Policy as **Eligible Whistleblowers**.

3. Disclosable Matters

An **Eligible Disclosure** under this Policy is a disclosure of information, in relation to Kaplan or a Kaplan officer or employee, that an Eligible Whistleblower has reasonable grounds to suspect concerns any of the following:

- misconduct, or an improper state of affairs or circumstances;
- conduct that contravenes the *Corporations Act 2001* (Cth) or other specified legislation;¹
- 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;
- conduct that represents a danger to the public or the financial system; or
- conduct that is prescribed by regulation.

¹ Being the *Australian Securities and Investments Commission Act 2001*, the *Banking Act 1959*, the *Financial Sector (Collection of Data) Act 2001*, the *Insurance Act 1973*, the *Life Insurance Act 1995*, the *National Consumer Credit Protection Act 2009*, the *Superannuation Industry (Supervision) Act 1993* or an instrument made under any of these Acts.



Without limiting the matters that may be disclosed pursuant to this Policy, examples of the types of conduct that may constitute Eligible Disclosures include:

- illegal conduct, such as dealing in illicit drugs or violence;
- fraudulent activity or misappropriation of funds;
- corrupt conduct – such as offering or accepting a bribe; or
- financial irregularities.

Provided the Eligible Whistleblower had reasonable grounds for their suspicion, they can still qualify for protection under the law if the information disclosed turns out to be incorrect.

4. Personal Work-Related Grievances

Disclosures that relate solely to a personal work-related grievance do not qualify for the protections described in this Policy and set out in the *Corporations Act 2001* (Cth).

Personal work-related grievances are those which relate to the discloser's current or former employment and have implications for the discloser personally but do not have any other significant implications for Kaplan (or any other entity) or relate to or include any conduct about a disclosable matter (as set out above).

For example, grievances about transfer or promotion decisions, dismissal or allegations of bullying will not qualify for the protections, unless the circumstances also include conduct that is a disclosable matter.

Kaplan has separate policies for dealing with these matters (including the Graham Holdings Company Code of Business Conduct; Harassment, Bullying and Discrimination Policy and Resolving Grievances and Disputes) which details how the matters will be addressed, and the protections available to persons disclosing such matters or participating in their investigation (such as protections from victimisation).

5. Making Disclosures

An Eligible Whistleblower must make an Eligible Disclosure to one of the following people to qualify for protection under the *Corporations Act 2001* (Cth):

- an officer or senior manager² of Kaplan;
- an internal or external auditor (including a member of an audit team conducting an audit) of Kaplan or a related body corporate of Kaplan;
- a person authorised by Kaplan to receive Eligible Disclosures.

These people are referred to in this Policy as **Eligible Recipients**.

² Generally, this is a senior executive within Kaplan who makes, or participates in making, decisions that affect the whole or a substantial part of the business of Kaplan or has the capacity to significantly affect Kaplan's financial standing.



For Kaplan, the persons currently authorised to receive Eligible Disclosures are:

- *Andy Garnam, Executive Director, People & Culture*
- *Marnie Manwaring, People & Culture Manager*
- *Orla Bennett, Financial Controller*

Kaplan encourages disclosures to these persons authorised in the first instance so that Kaplan can identify and address issues as early as possible.

Eligible Disclosures may also be made to ASIC, APRA or another Commonwealth body prescribed by regulation and still qualify for protection under the *Corporations Act 2001* (Cth).

Disclosures made to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of the *Corporations Act 2001* (Cth) in relation to whistleblowers also qualify for protection under the *Corporations Act 2001* (Cth), even if the legal practitioner concludes that the disclosure is not an Eligible Disclosure.

6. Public Interest and Emergency Disclosures

Certain types of disclosures, known as public interest disclosures and emergency disclosures, may also be made to a journalist or a State or Federal parliamentarian. There are strict criteria for when this can occur. Eligible Whistleblowers should seek independent legal advice before making a public interest or emergency disclosure.

7. How to Make a Disclosure

Disclosures may be made directly to Kaplan's Eligible Recipients via their Kaplan email addresses.

andy.garnam@kaplan.edu.au
marnie.manwaring@kaplan.edu.au
orla.bennett@kaplan.edu.au

Alternatively, disclosure may be made to Kaplan via the Ethics Hotline, 1800 081 409, <http://ghco.alertline.com>, 24 hours by 7 days a week.

Eligible Disclosures may be made anonymously and Eligible Whistleblowers may choose to remain anonymous throughout the disclosure and investigation process and after the disclosure is finalised.

Anonymous Eligible Whistleblowers are encouraged to remain in communication with Kaplan (for example, using a pseudonym over email) so that Kaplan can clarify information regarding their disclosure and provide feedback during the investigation however anonymous Eligible Whistleblowers are not required to do anything that might reveal their identity.

8. Legal Protection for Eligible Whistleblowers

Under the *Corporations Act 2001* (Cth) there are a number of protections available to Eligible Whistleblowers who make Eligible Disclosures.

Identity

Firstly, disclosure of the identity of an Eligible Whistleblower, or information that is likely to lead to the identification of an Eligible Whistleblower is illegal. The exception to this is if the identity is disclosed:



- to ASIC, APRA or a member of the Australian Federal Police;
- to a legal practitioner for the purposes of obtaining legal advice or legal representation about the whistleblower provisions in the *Corporations Act 2001* (Cth);
- to a person or body prescribed by regulation; or
- with the consent of the Eligible Whistleblower.

Eligible Whistleblowers can complain to Kaplan about any breach of confidentiality in relation to their identity in connection with the Eligible Disclosure by contacting any Eligible Recipient. An Eligible Whistleblower can also lodge a complaint with a regulator such as ASIC, APRA or the ATO.

No detriment

If someone believes or suspects that an Eligible Whistleblower (or another person) made, may have made, proposes to make or could make an Eligible Disclosure, they must not engage in detrimental conduct, or threaten to engage in detrimental conduct, towards the Eligible Whistleblower (or another person) because of that belief or suspicion.

Examples of detrimental conduct includes dismissal of an employee, harm or injury to a person (including psychological harm) or damage to a person's property or reputation.

There is the capacity to seek compensation and other remedies through the courts if a person suffers loss, damage or injury because of a disclosure and Kaplan failed to take reasonable precautions and exercise due diligence to prevent detrimental conduct.

Liability protection

Eligible Whistleblowers are protected from civil, criminal or administrative liability in relation to their Eligible Disclosures, however there is no immunity for any misconduct the Eligible Whistleblower has engaged in that is revealed in their Eligible Disclosure.

9. Support and Maintaining Confidentiality

Kaplan will support Eligible Whistleblowers in an appropriate manner based on the circumstances. This may include access to EAP (for all Eligible Whistleblowers, even if not a current employee) and offering support as required under law regarding confidentiality.

Kaplan will also keep confidential the identity of an Eligible Whistleblower. The measures and mechanisms that will be put in place will be discussed with the Eligible Whistleblower by the Eligible Recipient and will be dependent on the particular circumstances, but may include measures such as documents being redacted, the Eligible Whistleblower being assigned a gender neutral pseudonym and secure record-keeping and information sharing.

Kaplan will protect the Eligible Whistleblower from detriment by implementing appropriate measures and mechanisms to the particular circumstances, which will again be discussed with the Eligible Whistleblower by the Eligible Recipient. These measures and mechanisms might include access to EAP, training for Kaplan managers and a risk assessment with respect to potential detriment to the Eligible Whistleblower and implementation of proactive measures to minimise that risk.



10. Action with Respect to Eligible Disclosures

Upon receiving a disclosure, Kaplan will consider the information disclosed and determine whether (a) the disclosure is an Eligible Disclosure and (b) what, if any, further investigation is appropriate in the circumstances.

The investigation process instituted by Kaplan will differ based on the circumstances but may include investigation by an appropriate Kaplan employee or referral to an external investigator.

If the Eligible Whistleblower has chosen to remain anonymous and has not provided a means for Kaplan to contact them, this may limit the investigation processes available to Kaplan. Similarly, Kaplan may need to discuss with the Eligible Whistleblower their consent to limited disclosure and/or to providing further information with respect to their Eligible Disclosure to enable a full investigation to be undertaken.

As appropriate, the Eligible Whistleblower will be updated on the investigation process and the outcomes, again dependent upon the circumstances and nature of the disclosure.

Kaplan is committed to ensuring the fair treatment of employees or other persons who make a disclosure under this policy, as well as employees, officers or any other persons about whom a disclosure is made or to whom a disclosure relates.

Version Control and Accountable Officers

It is the joint responsibility of the Responsible Officer and the Implementation Officers to ensure compliance with this policy.

Policy Category	Corporate			
Responsible Officer	General Counsel			
Implementation Officers	Executive Director, People and Culture, Business Unit - Executive			
Review Date	November 2020			
Approved by:				
Corporate Board				
Version	Authored by	Brief Description of the changes	Date Approved	Effective Date
2.0	General Counsel	Revised policy	10 December 2019	10 December 2019