



# WHISTLEBLOWER POLICY

29 April 2024 | Version 2.3

**Policy Owner:** Head of Compliance

**Policy Approver:** Board of Directors

Tyro is committed to a whistleblowing program that provides an environment that allows for the safe reporting of any conduct that is contrary to Tyro's values and policies including its Code of Conduct.

Tyro encourages all its employees to speak up if they see behaviour that does not adhere to or align with Tyro's values. We proudly display our values at [www.tyro.com/about-tyro/](http://www.tyro.com/about-tyro/)

**This Policy applies to the activities of all lines of business and subsidiaries of Tyro and is applicable to all employees and directors.**

### Purpose

The purpose of this Policy is to:

- document and provide transparency around the way that whistleblower reports are handled within Tyro;
- encourage people to disclose wrongdoing and to ensure those who do so feel safe and confident that they will be protected and supported;
- define roles and responsibilities in the management of whistleblower reports; and
- align with our legal and regulatory requirements.

### Whistleblower Protection

Under the Corporations Act 2001 (Cth) and the Taxation Administration Act 1953 (Cth), certain protections are provided to whistleblowers to enable them to come forward and report misconduct without fear of retribution or personal detriment. To qualify for these protections certain conditions must be met when a disclosure is made, as follows:

- The disclosure must be made by an eligible whistleblower;
- The disclosure must be made to an eligible recipient; and
- There must be reasonable grounds to suspect the information disclosed concerns a disclosable matter.

### Eligible whistleblower

You are an Eligible Whistleblower if you are a past or present:

- Tyro employee (including an employee who is full time, part time, fixed or temporary);
- Tyro officeholder (including a Director and Company Secretary);
- an associate of Tyro (as defined in the Corporations Act) such as a director or company secretary of Tyro's related bodies corporate;
- Tyro contractor, consultant, service provider, supplier or business partner; or
- a spouse, relative or dependent of one of the people referred to above.

### Disclosure to an eligible recipient

#### Eligible recipients within Tyro

For the protections to apply, a disclosure must be made to an Eligible Recipient. Tyro encourages Eligible Whistleblowers to raise any concerns they may have regarding a disclosable matter should they become aware of it. The disclosure can be made directly to any of the following Eligible Recipients:

- an Officer (a Director or Company Secretary) or Executive Leadership Team (XLT) member of Tyro;
- the Whistleblower Protection Officer or Whistleblower Investigation Officer;
- chair of the Risk Committee;
- an auditor or member of the audit team conduct an audit of Tyro; and
- an employee or officer of Tyro with functions or duties that relate to the tax affairs of Tyro, or a registered tax or Business Activity Statement (BAS) agency who provide tax if the disclosable matter is tax related.

### External disclosures

Whilst an internal disclosure of a disclosable matter to an Eligible Recipient as outlined above is encouraged, to provide Tyro with an opportunity to investigate and address any potential wrongdoing, whistleblower laws also protect certain types of disclosures that are made to external parties including:

- Legal representatives for the purposes of obtaining legal advice or legal representation about the operation of the whistleblower provisions;

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- Regulatory bodies – ATO (for tax related matters), ASIC, APRA;
- Members of parliament or journalist in the in the case of emergency and public interest disclosures.

There are however strict criteria for making a public interest or emergency disclosure:

- The disclosure must have previously been made to ASIC or another relevant regulatory body;
- A written notice must be provided to the body to which the disclosure was previously made; and
- In the case of a public interest disclosure, at least 90 days must have passed since the previous disclosure

It's recommended that contact with an independent legal adviser is undertaken before making a public interest or emergency disclosure.

## Disclosable matters

If you have reasonable grounds to suspect any behaviour or conduct that involves misconduct or an improper state of affairs or circumstances in relation to Tyro or its related bodies corporate, you should report this in accordance with this Policy. This includes conduct that is:

- fraudulent;
- corrupt;
- dishonest;
- illegal;
- unethical;
- discriminatory;
- bribery;
- negligence;
- creating an unsafe environment;
- harassment and/or bullying of any kind;
- in breach of any of Tyro's policies; or
- detrimental to Tyro and could cause financial or non-financial loss

To have reasonable grounds you do not have to be sure that any of the above behaviour or conduct has occurred in order to raise a concern (for example, if you only have some information leading to a suspicion, but not all the details) and you will be protected under this Policy even if your concern turns out to be incorrect. However, you must not make a report that you know, or ought to know, is false or has no substance. Where it is found that a person has knowingly made a false report, this will be considered a serious matter and may result in disciplinary action.

Additional disclosures may also be protected if the disclosure relates to the following:

- A report which relates to a breach of Australian tax law or tax-related misconduct.
- A disclosure is made to a legal practitioner for the purposes of obtaining legal advice or legal representation.

## Certain disclosures may not qualify for protection

It's important to know that not all matters will qualify for protection under this Policy, however, could be protected under other legislation, such as the Fair Work Act 2009.

A disclosure that relates to a personal work-related grievance does not constitute a whistleblower report, and therefore does not qualify for protection under the Corporations Act. Personal work-related grievances are generally grievances relating to current or former employment or engagement of an individual (or that of a relative or dependent) that have personal implications for them solely but do not have any other significant implications for Tyro or relate to any conduct about a disclosable matter.

These include interpersonal conflicts between employees, or a decision relating to employment or engagement, such as a transfer, promotion or disciplinary action. Any personal work-related grievances should be raised with your people leader or the People Team. In certain circumstances however, the Whistleblower Policy will still apply where your concern:

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- relates to a detriment caused or threatened to you for raising a disclosable matter;
- relates to a disclosable matter (see above), including a serious breach of employment laws;
- has significant implications for Tyro; or
- relates to misconduct beyond your personal circumstances.

Where in doubt, you should make your report to an eligible recipient under this Policy, who will ensure your report is dealt with under the right policy.

## Lodging a whistleblower report

If you would like to make a whistleblower report that qualifies for protection, you must make a report to an eligible recipient as outlined earlier. Their role as an eligible recipient is to receive disclosures that qualify for protection. You can do this by using any of the following channels:

- reporting via Tyro's online whistleblower portal - <https://secured1.yourcall.com.au/wb/disclosure/>;
- speaking to or emailing the Whistleblower Protection Officer or Whistleblower Investigation Officer at [whistleblower@tyro.com](mailto:whistleblower@tyro.com);
- making a report to the Chair of the Board Risk Committee; or
- making a report to an officer (a Director or Company Secretary) or Executive Leadership Team (XLT) member of Tyro.

## You can remain anonymous

Tyro will respect and protect your identity if you choose to make an anonymous whistleblower report. You can choose to remain anonymous while making a whistleblower report, interacting during any investigation of your whistleblower report, as well as after your case is closed. At any given time, you can identify yourself, but this is your choice and at no point do you need to do this, nor will you be forced to provide your identity at any time.

If you decide to disclose your identity, Tyro will take steps to protect the confidentiality of whistleblower who raise concerns. We do this by limiting how your identity and information that is likely to lead to your identification is shared. Your identity will be kept confidential should that be requested and will only be shared as permitted by your or at law.

Tyro will make every endeavour to investigate your report, where possible and appropriate, but in some cases, there are limitations of what can be achieved if you decide to remain anonymous (for example, if Tyro is not able to contact you to obtain sufficient information).

## The Investigation Process

### Whistleblower Protection Officer

Tyro has appointed the Chief Risk Officer to be the Whistleblower Protection Officer (WPO). The Whistleblower Protection Officer will report directly to the Board and the Board Risk Committee for the purposes of this Policy. The Whistleblower Protection Officer's role is to safeguard the interests of Eligible Whistleblowers and ensure that the mechanisms in place under this Policy are met.

Once a whistleblower report has been received, the report will be assessed by the Whistleblower Protection Officer who will determine whether the report concerns a disclosable matter as set out above and should be investigated. If the report is to be investigated, it will be referred to the Whistleblower Investigation Officer. If a whistleblower report involves the Whistleblower Protection Officer, the report will be assessed by the Whistleblower Investigation Officer.

### Whistleblower Investigation Officer

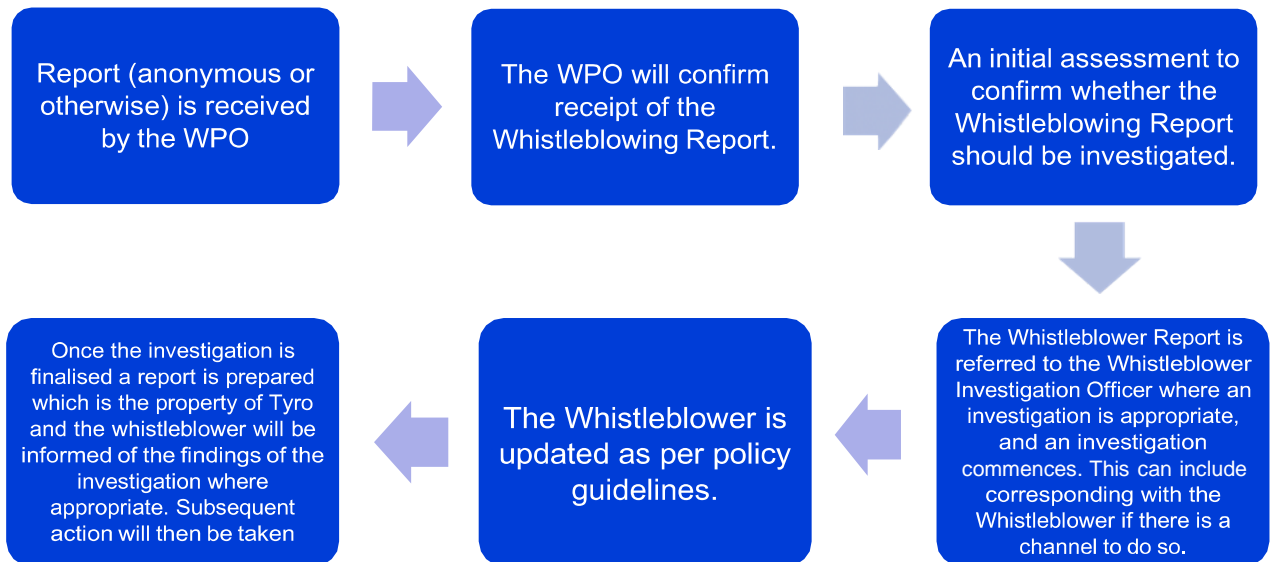
Tyro has appointed the Head of Compliance to be the Whistleblower Investigation Officer. The Whistleblower Investigation Officer will report directly to the Chief Risk Officer for the purposes of this Policy. The Whistleblower Investigation Officer's role is to manage the investigation of whistleblower reports. If a whistleblower report involves the Whistleblower Investigation Officer, the Whistleblower Protection Officer may choose to investigate the report themselves or appoint an

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appropriate person internally (e.g. a senior manager) or externally to conduct the required investigation.

### The investigation

This investigation flow applies regardless of which channel a whistleblower report has originated from, noting the process may vary depending on the nature of the report. The diagram below outlines the high-level steps Tyro will generally apply once a report has been received.



The timeframe for an investigation will vary depending on the nature of the report. Tyro endeavours to complete investigations within 90 days of receipt of the disclosure, however this time period may be exceeded depending on the circumstances of the matter.

Tyro will not disclose information that is likely to identify you as part of any investigation, unless it is reasonably necessary to disclose the information for the purposes of the investigation, you are not identified, and all reasonable steps are taken by Tyro to prevent someone from identifying you.

### Using third parties

Tyro may utilise third parties to carry out certain activities under this Policy. These third parties include:

- **Whistleblowing Platform:** a third-party whistleblowing platform to leverage technologies that support Tyro keeping the identity of its whistleblowers anonymous (if required). This platform also allows for two-way, anonymous communication as well as case management and data protection features. Whistleblowers who wish to remain anonymous are encouraged to maintain ongoing communication with this platform so that any follow-up question can be asked, or feedback sought.
- **Account Firms:** a third-party account firm to undertake forensic investigating of specific reports.
- **Investigative Firms:** specialist investigative firms to investigate specific cases where Tyro does not have the skills in-house.

### Updating the whistleblower

As part of any investigative process, the whistleblower will be regularly updated as to the progress of the investigation if they are able to be contacted. The frequency and timing of these updates will vary depending on the nature of the report. These updates may include the following:

- confirming receipt of a Whistleblowing report;

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- advising that the investigative process has begun;
- providing updates on the investigation status (even if there has been no progress); or
- advising when the investigation has been closed.

## Documenting the findings of an investigation

The method for documenting and reporting the findings of an investigation will depend on the nature of the report. Any report prepared in relation to an investigation may be provided to a decision-maker in relation to the matter and remains the property of Tyro. It will not be provided to a whistleblower or any other person to whom a report relates.

While Tyro may communicate the findings of any investigation to a whistleblower who has made a report in its absolute discretion, it may not always be appropriate to provide details of the outcome having regard to confidentiality and privacy considerations.

## Escalation

If the whistleblower is not satisfied with the decision not to conduct an investigation into their concern or the findings of any investigation, they can escalate this to the Chief People and Communications Officer. The whistleblower should provide this escalation in writing so that a formal review can take place.

While the Chief People and Communications Officer commits to review the request, Tyro is under no obligation to commence or reopen any investigation. If the Chief People and Communications Officer concludes that an investigation was not appropriate or that the findings of any investigation were appropriate, the matter will be concluded.

## How Whistleblowers Are Protected

### Identity protection (confidentiality)

After submitting a whistleblower report, the following is in place to protect a whistleblower's identity:

- the whistleblower has the right to remain anonymous and does not need to identify themselves at any time during the investigation process;
- Tyro uses tools and platforms that help protect a whistleblower's identity during and after submitting a report;
- at no time will Tyro force the whistleblower to reveal their identity; and
- the whistleblower can refuse to answer questions they feel could identify themselves.

Outside of the below exceptions, it is illegal for Tyro to disclose a whistleblower's identity or disclose information that is likely to lead to the identification of the whistleblower. Tyro may only disclose the identity of a whistleblower without their consent:

- to ASIC, APRA or a member of the Australian Federal Police;
- the Australian Taxation Commissioner in respect of tax-related misconduct; or
- to a legal practitioner (for the purposes of obtaining legal advice in relation to the whistleblower provisions in the Corporations Act); or
- with the consent of the whistleblower.

### Protection from Detriment

Tyro does not tolerate any retaliation or attempts to retaliate against a whistleblower who has made, proposes to make or could make a whistleblower report. Any director, officer, employee or associated person that is found to engage in conduct that causes detriment to a whistleblower will face disciplinary action, including the potential to be dismissed or disengaged.

Tyro will protect the whistleblower from detrimental conduct, as a result of making a whistleblower report, including:

- being terminated or having their employment ceased;
- injury of an employee in their employment or alteration of their duties to their disadvantage;

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- harassment or intimidation;
- harm or injury, including psychological harm;
- damage to property, reputation, business, financial position or any other damage;
- discrimination; and
- any other action that can be perceived as retaliation for making a report.

If a whistleblower believes retaliation is near or imminent, or that they have been retaliated against, then the whistleblower should contact the Whistleblower Protection Officer. The Whistleblower Protection Officer will take any action they feel is appropriate to resolve the situation. Potential steps to protect a whistleblower from a considered risk of retaliation may include:

- the whistleblower taking leave;
- the whistleblower being reassigned to other duties (that is not to their disadvantage); and
- the whistleblower being able to undertake alternative work practices including working from home.

If the whistleblower feels their report of retaliation was not resolved adequately, they can escalate this case in writing to the Chief People and Communications Officer and they will investigate the matter and process for how the retaliation was dealt with.

### Protection from civil, criminal and administrative liability

Whistleblowers are protected from any civil, criminal and administrative liability, in relation to their disclosure. However, this protection does not grant immunity for any misconduct a whistleblower has engaged in that is revealed in their disclosure.

### Protection and immunity for others

Other parties that might have to bear witness or are involved in the investigation will be protected from retaliation in the same manner as the whistleblower. Unless there are confidentiality or other reasons not to do so, any parties allegedly involved in the conduct reported in the whistleblower report will be informed of the allegations at the appropriate time and afforded an opportunity to respond to the allegations made against them.

### Separation of Issues

Tyro will be able to still raise any issues related to work or performance related issues that arise in the ordinary course of a person's employment or contractual relationship with Tyro (for example, any separate performance or misconduct concerns). Tyro can still raise any performance or conduct issues with a whistleblower as long as they are not influenced by any whistleblower reports that have been made.

## Ensuring fair treatment of individuals mentioned in disclosures

As part of the whistleblower program, Tyro will also ensure fair treatment for all employees who are mentioned in a disclosure, or to whom a disclosure relates. To ensure fair treatment for employees, Tyro will:

- handle any disclosure confidentially, where it is practicable and appropriate to do so in the circumstances;
- ensure that each disclosure will be assessed and depending upon that assessment may be the subject of an investigation;
- where an investigation is required, the process will be objective, fair and independent for all individual/s mentioned in the disclosure or to whom it relates;
- where appropriate an employee to whom is the subject of a disclosure will be advised about the matter of the disclosure and when required by natural justice, prior to any actions being taken. This may include, providing employees the opportunity to respond to a claim made about them in a disclosure, where appropriate to do so; and
- ensure the employees who are the subject of a disclosure are provided with ongoing support services, such as counselling or providing the option of having another person such as a legal representative, his or her manager or other support person present during the interview process.

### Breaches of the policy

Tyro takes any breach of these protections seriously. Where you believe a breach has occurred, you should raise a concern with the Whistleblowing Protection Officer.

If you suffer detriment because a person believes or suspects that you or another person has, proposes to make, could make or may make a report that qualifies for protection under the Corporations Act, you can also seek compensation and other remedies through the courts if you suffer loss, damage or injury because of the disclosure, including if Tyro fails to take reasonable precautions and exercise due diligence to prevent the detrimental conduct. You should seek legal advice if you are considering seeking such remedies.

### Training

The Compliance team will facilitate regular training for all employees on this Whistleblower Policy. This training will include:

- for employees – general awareness of the Whistleblower Policy and their rights and obligations under it; and
- for eligible recipients - further training about how to respond to any whistleblower reports should they be received.

### Reporting to the Board

The Board and the Board Risk Committee are regularly updated on Tyro's Whistleblowing Program, inclusive of summary information relating to reports, investigations, and results which are de-identified as required. Reports or investigations carrying an undue amount of risk may be reported to the Board or Board Risk Committee outside of the usual updates. The Board and Board Risk Committee at any time can ask about the state of Tyro's Whistleblowing Program.



## Attachment A - Roles and Responsibilities

ROLE	RESPONSIBILITY
Board	<ul style="list-style-type: none"><li>• Approves this policy.</li><li>• Receives updates on the Whistleblowing Program.</li><li>• Champions the Whistleblowing Program and overseeing the implementation and effectiveness of the program.</li></ul>
Board Risk Committee	<ul style="list-style-type: none"><li>• Receives updates on the Whistleblowing Program.</li></ul>
CEO   Managing Director	<ul style="list-style-type: none"><li>• Endorses the Whistleblowing Program</li></ul>
Whistleblower Protection Officer	<ul style="list-style-type: none"><li>• Manages the Whistleblowing Program.</li><li>• Determines whether a whistleblower report should be investigated and subsequently refers those reports to the Whistleblower Investigation Officer.</li><li>• Provides support to Whistleblowers.</li><li>• Prepares updates in relation to activities undertaken under this Policy for the Board and Board Risk Committee as required.</li></ul>
Whistleblower Investigation Officer	<ul style="list-style-type: none"><li>• Manages whistleblower investigations.</li></ul>
Compliance team	<ul style="list-style-type: none"><li>• Co-ordinate the whistleblower training program.</li><li>• Facilitate regular training on this Policy.</li></ul>
Chief People and Communications Officer	<ul style="list-style-type: none"><li>• Escalation points as outlined in the Policy.</li></ul>

## **Attachment B – Policy Governance**

### **Version Control**

Version No.	Date Approved	Reason for change
1.0	15 October 2019	Creation of standalone whistleblower policy outside of the HR Policy
1.0	11 November 2019	Review
1.1	26 June 2020	Review for alignment with ASIC RG 270 guidance
2.0	16 December 2021	Biennial review
2.1	19 January 2022	Minor amendment – title update for Chief People, Culture and Communications Officer.
2.2	20 April 2022	Amendment to expressly state fair treatment of named individuals
3.0	29 April 2024	Biennial review

### **Review**

This Whistleblower Policy will be reviewed at least every two years to ensure that it is operating effectively and appropriately reflects how whistleblowing matters are managed at Tyro.

The Whistleblower Policy is the Board approved by of Directors. Any material amendments to the policy will be submitted to the Board of Directors for approval and adoption.

This Policy can be amended by the policy owner, where amendments are immaterial in nature, without the express need for Board approval. Immaterial changes are defined as the correction of formatting, grammatical errors, and title changes. Any change can however be made to policy attachments by the policy owner and approved by the Chief Risk Officer, without requiring Board approval, provided the Board is advised of such amendments at the next meeting.

### **Related Policies**

- Human Resources Policy
- Compliance Risk Management Framework
- Incident Management Policy
- Fit and Proper Policy
- Code of Conduct

### **Communication of this policy**

A copy of this Policy, will be made available:

- on Tyro's website (tyro.com)
- to all Directors, Officers and Responsible Persons
- to all employees and contractors at induction
- to all employees and contractors via internal on-line measures or in hard copy from the Head of Compliance.