



WHISTLEBLOWER POLICY

26 June 2020, Version 1.1

Policy Owner: Head of Compliance

Policy Approver: Board of Directors

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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

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 review will also ensure that the Policy evolves in line with changes in the nature, scale and complexity of Tyro's business, its operating and regulatory environments.

Attachments can be amended by management or the appropriate governance body, without the need to re- table the policy document.

Related Policies

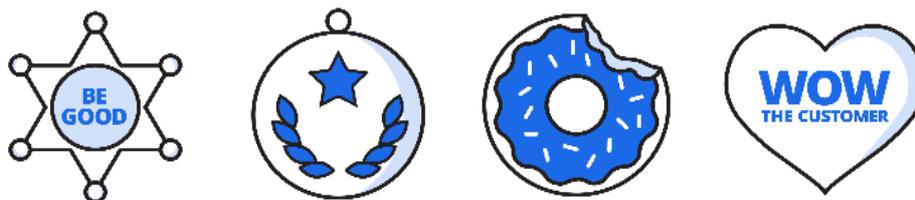
- Human Resources Policy
- Compliance Risk Management Framework
- Incident Management Policy
- Fit and Proper Policy
- Code of Conduct

Policy Overview

Context

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/.

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.



Purpose

This Whistleblower Policy forms part of Tyro's Risk Management Framework. 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.

Scope

This Policy applies to the activities of all lines of business and operation at Tyro.

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; and
- to all employees and contractors via internal on-line measures or in hard copy from the Head of Compliance.

Disclosures that qualify for protection

If you make a whistleblower report you will qualify for protection if you are an eligible whistleblower and your report is a disclosable matter that is made to an eligible recipient or to the additional channels or entities outlined in the Appendix.

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 term 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 an employee of such a party whether paid or unpaid (including an intern or secondee);
- a spouse, relative or dependent of one of the people referred to above.

Disclosable matters – what should be reported

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:

- | | | |
|--|---|--|
| <input type="checkbox"/> Fraudulent | <input type="checkbox"/> Corrupt | <input type="checkbox"/> Dishonest |
| <input type="checkbox"/> Illegal | <input type="checkbox"/> Unethical | <input type="checkbox"/> Discriminatory |
| <input type="checkbox"/> Creating an unsafe environment | <input type="checkbox"/> Harassment and/or bullying of any kind | <input type="checkbox"/> in breach of any of Tyro's policies |
| <input type="checkbox"/> Detrimental to Tyro and could cause financial or non-financial loss | <input type="checkbox"/> Bribery | |

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.

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.

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. 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 via <https://secured1.yourcall.com.au/wb/disclosure/>;
- speaking to or emailing the Whistleblower Protection Officer or Whistleblower Investigation Officer at 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 also make a disclosure to any of the additional eligible recipients outlined in the Appendix.

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 or will you be forced to provide your identity.

If you decide to disclose your identity, Tyro will take steps to protect your identity. Tyro will also take all steps necessary (as outlined in this Policy) to ensure you do not suffer any detriment.

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).

Further information

If you would like further information before making a report, please contact the Whistleblower Protection Officer.

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.

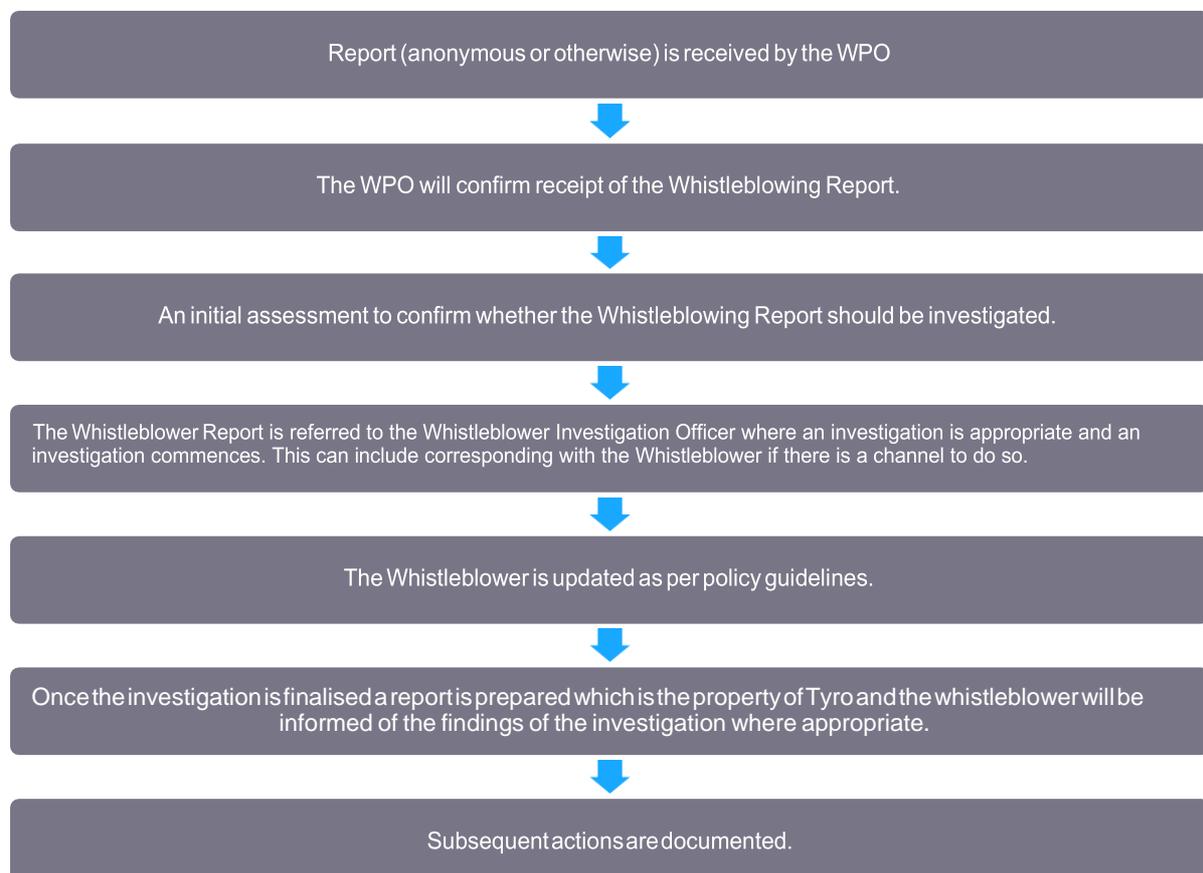
Once a whistleblower report has been received, the report will be assessed by the Whistleblower Protection Officer who will determine whether the report concerns a disclosable matter as set out above and should be investigated. If the report is to be investigated, it will be referred to the Whistleblower Investigation Officer (WIO). 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 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 supports 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 questions can be asked or feedback sought.
- Accounting Firms: a third party accounting firm to undertaken 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;
- advising that the investigative process has begun;
- providing updates on the investigation status (even if there has been no progress);
- 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 a decision not to conduct an investigation into their concern or the findings of any investigation, they can escalate this to the Chief People Officer. The whistleblower should provide this escalation in writing so that a formal review can take place.

While the Chief People Officer commits to review the request, Tyro is under no obligation to commence or reopen any investigation. If the Chief People 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

Anonymity

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;
- the whistleblower can refuse to answer questions they feel could identify themselves.

Tyro may only disclose the identity of a whistleblower:

- to ASIC, APRA or a member of the Australian Federal Police;
- 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;
- 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);
- 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 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.

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;
- for eligible recipients - further training about how to respond to any whistleblower reports should they be received.

Reporting to the Board and Board Risk Committee

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.

Roles and Responsibilities

ROLE	RESPONSIBILITY
Board	<input type="checkbox"/> Approves this policy <input type="checkbox"/> Receives updates on the Whistleblowing Program <input type="checkbox"/> Champions the Whistleblowing Program and overseeing the implementation and effectiveness of the program
Board Risk Committee	<input type="checkbox"/> Receives updates on the Whistleblowing Program
Chief Executive Officer	<input type="checkbox"/> Endorses the Whistleblowing Program
Whistleblower Protection Officer	<input type="checkbox"/> Manages the Whistleblowing Program <input type="checkbox"/> Determines whether a whistleblower report should be investigated and subsequently refers those reports to the Whistleblower Investigation Officer <input type="checkbox"/> Provides support to whistleblowers <input type="checkbox"/> Prepares updates in relation to activities undertaken under this Policy for the Board and Board Risk Committee as required
Whistleblower Investigation Officer	<input type="checkbox"/> Manages whistleblower investigations
Compliance team	<input type="checkbox"/> Co-ordinate the whistleblower training program <input type="checkbox"/> Facilitate regular training on this Policy
Chief People Officer	<input type="checkbox"/> Escalation point as outlined in the policy.

Appendix: Protections for Whistleblowers provided by Australian law

Overview

As set out in this Policy, Tyro is committed to protecting whistleblowers who make a report in accordance with this Policy. Protections can also arise under the Corporations Act 2001 (Cth) (Corporations Act), which protects whistleblowers where they make a disclosure about a "disclosable matter" to a person specified under the Corporations Act as set out below. Protections can also arise under the Taxation Administration Act 1953 (Cth) (Taxation Administration Act). This Appendix sets out more information regarding these protections.

What types of matters are protected under law?

A "disclosable matter" under the Corporations Act will arise where a whistleblower makes a report in circumstances where they have reasonable grounds to suspect that the information concerns misconduct or an improper state of affairs in relation to Tyro or its related bodies corporate, including, but not limited to, conduct that:

- constitutes an offence against a range of corporate and financial sector legislation specified under the Corporations Act;
- constitutes an offence against any law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more;
- represents a danger to the public or the financial system; or
- is otherwise prescribed by regulation.

In addition, a disclosure may also be protected as a "qualifying disclosure" under the Taxation Administration Act where a report relates to a breach of Australian tax law or tax-related misconduct.

If a whistleblower makes a disclosure to a legal practitioner for the purposes of obtaining legal advice or legal representation, their disclosure will also be protected even if it does not relate to a "disclosable matter".

Disclosable matters specified in this Policy which do not amount to a "disclosable matter" under the Corporations Act (or a "qualifying disclosure" under the Taxation Administration Act) will not be protected under those Acts, but will be protected in accordance with this Policy.

How will I be protected if I raise a concern?

Two key protections inform all aspects of Tyro's Whistleblower Program:

Confidentiality: We protect the confidentiality of whistleblowers who raise concerns. We do this by

limiting how both your identity and information that is likely to lead to your identification is shared. Your identity will be kept confidential to the fullest extent possible and only shared as permitted by you or by law.

Under the Corporations Act, where a report is made about a "disclosable matter" by a whistleblower to the persons specified in this Policy and under the Corporations Act (as set out below), that whistleblower's identity (and information which is likely to identify them) can only be disclosed without their consent, if the disclosure is to:

- the Australian Securities and Investments Commission (ASIC) or the Australian Prudential Regulation Authority (APRA);
- the Australian Federal Police (AFP);
- the Australian Taxation Commissioner in respect of tax-related misconduct; or
- a legal practitioner for the purpose of obtaining legal advice or legal representation,

or if it is reasonably necessary to disclose information for the purposes of an investigation, provided their identity is not disclosed and all reasonable steps are taken by Tyro to reduce the risk that they will be identified.

It is illegal for a person to identify a whistleblower or disclose information in a report about a "disclosable matter" made by them that is likely to lead to their identification, other than as set out above. Reports can also be made anonymously and still be protected under the Corporations Act.

Non-victimisation: We protect whistleblowers from detriment caused because they raised a concern or plan to raise a concern. We do not tolerate anyone threatening to cause or causing detriment to you because of your desire or decision to raise a concern. Doing so is taken seriously by Tyro and may lead to disciplinary action.

Tyro also provides a Whistleblowing Protection Officer to help support you and assist you with your report. Should you require any assistance, we encourage you to speak to the Whistleblowing Protection Officer. Further details of how we protect whistleblowers is set out in the body of this Policy.

In certain circumstances, these protections will also be enforceable under the Corporations Act or the Tax Administration Act (where a report relates to a breach of Australian tax law or tax-related misconduct). Under this legislation, a person cannot engage in conduct (or threaten to engage in conduct) that causes detriment to you (or another person) if:

- that person believes or suspects that you (or another person) made, may have made, propose to make, or could make a disclosure

that qualifies for protection, and

- the belief or suspicion is the reason (or part of the reason) for the conduct.

Where those provisions apply, you are also protected from liability for making the report (either by way of civil, criminal or administrative legal proceedings, or contractual or other remedies being sought against you). Information you disclose cannot be used in legal proceedings against you (except for proceedings in relation to giving false information). However, you will not be granted immunity from the consequences of any misconduct you have engaged in that is revealed by your report (including, but not limited to, any disciplinary action).

When will I be protected?

Tyro provides protections to whistleblowers who raise concerns pursuant to this Policy. Tyro also provides these protections to any whistleblower who makes a disclosure regarding a disclosable matter that is protected under law to:

- a director, officer or senior manager of Tyro;
- an auditor, or a member of the audit team conducting an audit of Tyro;
- an actuary of Tyro;
- an employee or officer of Tyro with functions or duties that relate to the tax affairs of Tyro, or a registered tax agent or BAS agent who provides tax agent or BAS services to Tyro, in relation to tax-related disclosable matters;
- ASIC, APRA or, in the case of tax-related misconduct, the Australian Taxation Commissioner where it may assist the Commissioner to perform their statutory functions and duties; or
- a legal practitioner, for the purpose of obtaining legal advice or legal representation in relation to your concern.

A disclosure needs to be made directly to one of the above people in order to be able to qualify for protection as a whistleblower under the Corporations Act (or the Taxation Administration Act, where relevant).

In limited circumstances, certain "public interest" or "emergency" disclosures made to parliamentarians or journalists are also protected by law. It is important that you understand the criteria for making a "public interest" or "emergency disclosure" before doing so. For example, you must have previously made a disclosure to ASIC, APRA or another prescribed body before you can make a

"public interest" or "emergency" disclosure and, in the case of a "public interest" disclosure, at least 90 days must have passed since the previous disclosure. Please contact the Whistleblower Protection Officer, the Whistleblower Investigation Officer or an independent legal adviser if you would like more information about emergency and public interest disclosures.

What should I do if a protection is breached?

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. .

Is anything not covered by Tyro's whistleblower program?

Tyro's Whistleblowing Program and the protections under the Corporations Act or Tax Administration Act generally do not apply to personal work-related grievances. These are usually reports which relate to your employment.

Instead, these matters should be reported in accordance with Tyro's HR Policy.

However, this Whistleblower Policy will still apply in some circumstances, such as where your concern:

- relates to any detriment caused or threatened to you for raising a concern regarding a disclosable matter;
- relates to a "disclosable matter" (see above), including a breach of employment or other laws punishable by 12 months imprisonment;
- has significant implications for Tyro; or
- relates to misconduct beyond your personal circumstances.

A personal work-related grievance may still qualify for protection where you have sought legal advice or legal representation about the operation of the whistleblower protections under the Corporations Act.

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