

# WHISTLEBLOWING PROCEDURES FOR AUSTRALIA



**BNP PARIBAS**

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# 1. OBJECTIVES AND PURPOSE

## 1.1 Purpose of the policy

The BNP Paribas Group is committed to listening, understanding and seeking to address concerns raised by our stakeholders in a fair and effective manner. To this end, all stakeholders of BNP Paribas Group are encouraged to report any concerns of misconduct and/or other improper behaviour or situations, either suspected or observed, using the whistleblowing channels of the local entity. Alternatively, the stakeholders may choose to invoke their whistleblowing right and raise their concerns in accordance with this policy.

This policy details the whistleblowing framework and channels in BNP Paribas Australia's context (see Section 2.1 for all the entities in scope), and the protections available to a whistleblower under the Australian Corporations Act 2001 or Taxation Administration Act 1953 (collectively: the Australian laws).

## 1.2 General principles

Generally, whistleblowing is the reporting of a suspected (based on reasonable grounds) or observed misconduct or improper state of affair/circumstance in relation to BNP Paribas (disclosable matters) by an eligible whistleblower to any of the eligible whistleblowing recipients. A whistleblower who makes a whistleblowing disclosure in accordance to the general principles above will be protected under the Australian laws.

### Tax affairs

A whistleblowing disclosure is protected under the Taxation Administration Act if the discloser has reasonable grounds to suspect misconduct, or an improper state of affairs or circumstances in relation to the tax affairs of BNP Paribas Australia, and that the information may assist the recipient to perform functions or duties in relation to the entity's tax affairs. Certain tax related disclosures made directly to the Australian Taxation Commissioner may also be protected.

All eligible whistleblowers are encouraged to seek their own independent legal advice prior to making either of these types of disclosures to ensure they fully understand the requirements. The key concepts of the general principles will be further explained in the subsequent sections of this policy.

# 2. SCOPE

## 2.1 Entities covered

This policy is applicable to all BNP Paribas entities operating in Australia including:

- BNP Paribas SA Australia Branch (BNPPAB);
- BNP Paribas Funds Services Australasia Pty Ltd (BPFSA);
- BNP Paribas Financial Markets; and
- BNP Paribas Asset Management Australia Limited (BNPPAM);



regardless of their business sector, including non-consolidated controlled companies, (together, **BNP Paribas Australia**).

## 2.2 Eligible whistleblowers

Any natural person under the following categories is classified as an eligible whistleblower in relation to BNP Paribas Australia:

- An officer or employee of BNP Paribas Australia (e.g current and former employees who are permanent, part-time, fixed-term or temporary, interns, secondees, managers and directors);
- An individual who supplies services or goods to BNP Paribas Australia (whether paid or unpaid);
- An employee of a person or entity that supplies services or goods to BNP Paribas Australia (whether paid or unpaid);
- An individual who is an associate of BNP Paribas Australia (for example, a director or company secretary of a related body corporate of BNP Paribas Australia);
- A relative (which includes parents, children and siblings), dependents, spouse (including a de facto partner) of any individual referred to in any categories above.
- An individual prescribed by regulations for the purpose of the Australian laws in relation to BNP Paribas Australia.

## 2.3 Disclosable matters

Generally, any form of suspected (based on reasonable grounds) or observed misconduct or improper state of affairs or circumstances (including matters that may not necessarily constitute a breach of laws or regulations), in relation to BNP Paribas Australia will be a disclosable matter. Disclosable matters also include information that indicates a significant risk to public safety or the stability of, or confidence in, the financial system.

A non-exhaustive list of disclosable matters that can be reported through the whistleblowing channels include:

- A crime or an offence;
- An offence against, or a contravention of:
  - a law or regulation
  - an international norm (Examples: OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions, European Convention on Human Rights)
  - a unilateral act of an international organization carried out on the basis of such norm (examples: UN resolutions)
- Acts of corruption and influence peddling or any other infringement pertaining to probity;
- Acts of fraud, negligence, default, breach of trust or breach of duty;
- Anti-competitive practices;
- Inappropriate or unprofessional behaviour or lack of respect for persons, diversity, and equal opportunity;
- Infringement of the rules of professional ethics;



- Infringement of the rules of financial security;
- Breach of market integrity;
- Infringement of the rules for the protection of interests of clients;
- Unauthorized communication of confidential information, theft or leakage of data;
- Violation of human rights and fundamental freedoms, damage to the health and safety of persons or to the environment, noticed within activities performed by a Group's Entity or within activities carried out by a subcontractor or a supplier within the framework of an established commercial relationship with the Group or one of its Entities;
- A danger to the public or the financial system; or
- Systemic and unmanaged issues within BNP Paribas Australia that may threaten stability and / or reputation of the entity.

Please refer to Appendix 1 for more information provided as part of whistleblowing disclosure.

## 2.4 Matters that are not covered by the policy

This policy does not cover matters that relate solely to personal work-related grievances. Personal work-related grievances are those that relate to the discloser's current or former employment and have, or tend to have, implications for the discloser personally, but do not:

- have any other significant implications for the entity (or another entity); or
- relate to any conduct, or alleged conduct, about a disclosable matter.

Examples of personal work-related grievances may include but not limited to:

- interpersonal conflicts;
- poor work performance of a colleague which adversely affected the workload or quality of work life (i.e. longer working hours, delays, etc) of the discloser;
- general disagreement of work related opinions or working / management /communication styles;
- other work place related decisions (performance management, restructuring, transfer, promotion, termination, redundancy, disciplinary actions, etc);

which do not otherwise constitute misconduct, improper circumstance, or breach of local laws and regulations (i.e. victimisation of a whistleblower, discriminations, unfair dismissal, other workplace regulations, etc). However, reporting such matters may be protected under other legislation such as Fair Work Act 2009.

**Important Note:** For avoidance of doubt, a single report containing both personal work-related grievances and disclosable matters is in scope of this policy.

## 3. REPORTING THROUGH WHISTLEBLOWING



BNP Paribas Australia has established dedicated whistleblowing channels to facilitate the whistleblowing process. These channels are under the responsibility of the nominated Whistleblowing Referents (Referents) in charge of collecting and handling disclosures made by whistleblowers.

- Local Channels
  - By telephone: +612 9619 6434
  - By email: [anz.whistleblowing@au.bnpparibas.com](mailto:anz.whistleblowing@au.bnpparibas.com)
  - By writing:  
BNP Paribas  
60 Castlereagh Street, SYDNEY NSW 2000

Under the Australian laws, an eligible whistleblower may also make a disclosure to the following parties:

- Regulatory bodies and other Commonwealth authorities prescribed by regulations such as:
  - Australian Prudential Regulation Authority (APRA);
  - Australian Securities and Investments Commission (ASIC);
  - Australian Competition and Consumer Commission (ACCC);
  - Australian Taxation Office (ATO);
  - Office of the Australian Information Commissioner (OAIC); or
  - Australian Federal Police (AFP).
- External auditors (or members of the audit team) of BNP Paribas Australia;
- Legal practitioners (who are protected)– for the purposes of obtaining legal advice or legal representation in relation to the operation of whistleblower provisions in the Corporations Act (even in the event the legal practitioner concludes that a disclosure does not relate to a ‘disclosable matter’).

**Important Note:** BNP Paribas Australia aims to identify and address any wrongdoings as early as possible. It is also important to note that a disclosure made to external eligible recipients is subject to the whistleblowing framework and controls of the external party.

### 3.1 Public interest disclosures and emergency disclosures

An eligible whistleblower has a right to make a public interest disclosure or an emergency disclosure to a journalist or parliamentarian under certain specific circumstances and qualify for protection under the Australian laws. As a minimum, the eligible whistleblower must:

- i. have previously made a whistleblowing disclosure to APRA, ASIC, a prescribed body or other Commonwealth authority and provided the written notice to the body to which the disclosure was made. In the case of a public interest disclosure, at least 90 days must have passed since the previous disclosure. and
- ii. satisfied a number of other criteria,

The details can be found on ASIC’s website below:

Public Interest Disclosure (table #2)



<https://asic.gov.au/about-asic/asic-investigations-and-enforcement/whistleblowing/whistleblower-rights-and-protections>

### Emergency Disclosure (table #3)

<https://asic.gov.au/about-asic/asic-investigations-and-enforcement/whistleblowing/whistleblower-rights-and-protections>

**Important note:** All eligible whistleblowers are encouraged to seek their own independent legal advice prior to making either of these types of disclosures to ensure they fully understand the requirements.

## 3.2 Procedure for making a whistleblowing disclosure

Prior to making a whistleblowing disclosure, a prospective whistleblower should be aware of the general requirements of whistleblowing and appreciate that the following questions will need to be addressed during the course of a whistleblowing disclosure:

- Am I an eligible whistleblower?
- Is the matter to be disclosed in relation to BNP Paribas Australia?
- Is the matter to be disclosed a disclosable matter?
- Have I observed / witnessed or do I have reasonable grounds to suspect the alleged disclosable matter?
- Am I about to disclose the matter to one of the eligible recipients (i.e. the local whistleblowing channels, etc)?

If the answers to all the questions above are “yes”, please proceed to report the matter through the whistleblowing channels as soon as possible.

If any of the answers above is “no” or unclear (generally questions iii & iv), it may affect the whistleblower’s eligibility for protection under the Australian laws.

## 3.3 Information to be given as part of whistleblowing disclosure

As part of the whistleblowing disclosure, the whistleblower will ultimately need to provide all relevant facts, information, or documents in his/her possession, regardless of their form or medium, to support his/her report (refer to Appendix 1 for further details).

Whistleblowers may choose to provide their contact information for corresponding with the Referent (should they wish to be contacted and receive updates on their disclosure).

## 3.4 Making an anonymous disclosure

All eligible whistleblowers have the right to make an anonymous disclosure and remain anonymous over the course of the investigation and after the investigation is finalised and be protected under the Australian laws. An eligible whistleblower who wishes to remain anonymous should maintain ongoing two-way



communication with BNP Paribas Australia, so BNP Paribas Australia can ask follow-up questions and provide feedback. There are two ways of making an anonymous disclosure:

1. Request to remain anonymous as part of a disclosure;
2. Making a disclosure using anonymised channels (unknown numbers, unrecognisable email address, etc.)

However, it should be noted that by remaining anonymous, it may limit (partially or completely):

- the ability of the Referents to acknowledge receipt of the report and to keep the whistleblower informed of the various stages of processing in some cases (i.e., due to privacy or IT security concerns, or lack of means to contact the whistleblower, etc);
- the ability of BNP Paribas Australia to investigate the disclosure (i.e., if there's no way to contact the whistleblower to clarify the disclosure; alternatively, the success of an investigation could be hampered by the need to maintain the anonymity of the whistleblower);
- the ability of BNP Paribas Australia to take specific measures to protect the whistleblower.

## 4. HANDLING A WHISTLEBLOWING REPORT

### 4.1 Steps for handling a whistleblowing disclosure

The collection and processing of a whistleblowing disclosure, including the investigation, is conducted with diligence, transparency, independence, impartiality, without risk of conflict of interest and always bearing in mind the presumption of innocence.

Generally, the handling of a whistleblowing disclosure consists of the following key phases:

- Receipt of whistleblowing disclosure
- Initial review
- Investigation
- Decision and closure

#### 4.1.1 Receipt of whistleblowing disclosure

All disclosures, including anonymous disclosures, will be handled in the same manner provided that the report contains (or, over time contains) sufficient information to establish the veracity of the allegations and conduct the necessary investigation.

Upon receiving a whistleblowing disclosure, the Referent will inform the whistleblower of the receipt of the report as well as the reasonable and foreseeable time needed to carry out the initial review.

#### 4.1.2 Initial review

The initial review consists in evaluating whether the report:

- Satisfies, or appears to satisfy, the general requirements of a whistleblowing disclosure and therefore qualifies for protection; and





- warrants a formal, in-depth investigation.

If the disclosure satisfies the criteria above, the responsible Referent must assess the criticality and urgency of the disclosure and whether the whistleblower is at risk of suffering detriment due to the report. To conduct the initial review, the Referent relies on the facts and documents provided by the whistleblower and may contact the whistleblower if additional information is required. Depending on the nature of the disclosure, other functions may be called upon, to the extent allowed by the rules relating to confidentiality. The responsible Referent must inform the whistleblower (where possible) of the outcome of the initial review regardless of the result.

### 4.1.3 Investigation, decision and closure

All investigations will be conducted by the responsible Referent or the relevant specialist in compliance with rules relating to confidentiality. The objective of an investigation will be to determine whether there is enough evidence to substantiate or refute the matters reported. The responsible Referent or specialist will determine the best course of investigation methods based on the nature of matter disclosed. Generic status updates without specific details regarding the investigation may be provided to the whistleblower during the investigation phase. However, the frequency and timeframe may vary depending on the nature of the disclosure.

At the end of the investigation, a formal decision with recommendations will be adopted (closing without further action, launching of the process of disciplinary sanction, transfer to the authorities, etc.). The adoption of this formal decision marks the closure of the whistleblowing report.

The Referent must inform the whistleblower and the targeted person (as appropriate) of the generic outcome and closure of the investigation. Specific details about the investigations and the action taken against a targeted person (if any) will not be disclosed to the whistleblower as part of the report. In no case should the whistleblower try to conduct his/her own investigation.

## 4.2 Processing times

Generally, BNP Paribas Australia aims to handle any whistleblowing report in accordance with the timeframes below:

- A maximum of 7 business days, from the receipt of the report via a Compliance Whistleblowing Channel, to acknowledging receipt to the reporting person;
- A maximum of 3 weeks from the acknowledgment of receipt, to conduct assessment of admissibility analysis;
- A reasonable period of time, not exceeding 3 months, to inform the whistleblower about the status of the processing of the Alert. The whistleblower must then be informed of the closure of the Alert promptly after the investigation has been completed.

These processing times might be adjusted depending on the circumstances and specificities of the disclosure (i.e. complexity, length of the reported matter, number of targeted person, etc).



## 5. PROTECTIONS

### 5.1 Legal protections for whistleblower

All eligible whistleblowers who have made disclosures that satisfy the general requirements of whistleblowing (including anonymous disclosures) qualify for protection under the Australian laws even if the allegation is proven to be incorrect after assessments and/or investigations. The protections available are covered in the subsequent sections.

Further, any disclosures to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions under Australian law are protected (even if that legal practitioner concludes that a disclosure does not relate to a disclosable matter).

**Important note:** Individuals who are found to have deliberately submitted false reports are unlikely to be entitled to the whistleblower protections.

### 5.2 Confidentiality

The BNP Paribas Australia whistleblowing framework is designed to guarantee the confidentiality of information collected through the whistleblowing channel. Information relating to the whistleblower, the Targeted Person or any person mentioned in a report can be disclosed only if necessary, based on a “need to know” principle, as regards performing the admissibility analysis and/or the investigations and within a commitment on confidentiality.

**Important note:** It is illegal under the Australian laws for a person to identify a whistleblower or disclose information that is likely to lead to the identification of the whistleblower in any other circumstances. It is not an offence to disclose information likely to lead to a whistleblower’s identification if that disclosure is reasonably necessary for the purpose of investigating a disclosable matter. However, the Referent must take all reasonable measures to reduce the risk of the whistleblower being identified.

### 5.3 Protection for whistleblowers

No whistleblower may be subjected to any form of discrimination, retaliation or detrimental acts in relation to the disclosure made even if the allegation was later proven to be incorrect (with the exception of a deliberate false report). Whistleblowers are protected under the Australian laws.

Specifically, the Australian laws prohibit a person from engaging in conduct that causes detriment to a whistleblower (or another person), in relation to a disclosure, if:

- a) The person believes or suspects that the discloser (or another person) made, may have made, proposes to make or could make a whistleblowing disclosure; and
- b) The belief or suspicion is the reason, or part of the reason, for the conduct.

*Threats and acts intending to cause fear*



A person must not make a threat (either express or implied, or conditional or unconditional) to cause detriment to a whistleblower (or another person) in relation to a disclosure. Similarly, a person must not conduct (or instigate other person to conduct) any act intending to cause fear of a threat to a whistleblower (or another person) in relation to a disclosure.

## 5.4 Civil, criminal and administrative liability protection

Under the Australian laws, a whistleblower is also protected from any of the following in relation to their disclosure:

- a) Civil liability (e.g. any legal action against the discloser for breach of an employment contract, duty of confidentiality or another contractual obligation);
- b) Criminal liability (e.g. attempted prosecution of the discloser for unlawfully releasing information, or other use of the disclosure against the discloser in a prosecution (other than for making a false disclosure); and
- c) Administrative liability (e.g. disciplinary action for making the disclosure).

However, the protections do not grant immunity for any misconduct a whistleblower has engaged in that is revealed in the disclosure.

## 5.5 Protection of the person targeted by the report

To ensure fair treatment, any person mentioned in a disclosure will be afforded the presumption of innocence until proven otherwise. The objective of an investigation will be to determine whether there is enough evidence to substantiate or refute the matters reported.

## 5.6 Data protection

To the extent that collected personal data undergoes data processing, the Referent, as the person responsible for processing, takes all precautions needed to ensure the security and integrity of the collected data, both at the time of collection and processing of data and at the time of communication for investigation purposes and recordkeeping after the case is closed.

The whistleblower and the targeted persons (if any) have the right to access and correct personal data concerning them. However, in no case may the targeted person have access to data likely to identify the whistleblower.

# 6. SUPPORT FOR WHISTLEBLOWERS AND OTHER RESOURCES

## 6.1 Channels for raising concerns and grievances

A whistleblower should submit a disclosure via a whistleblowing channel as soon as possible if he/she:



- is aware or suspects that his/her confidentiality has been compromised by BNP Paribas Australia during or after the whistleblowing handling process; or
- he/she is about to be or currently being subjected to any form of detriment acts as a result of making a whistleblowing disclosure.

Upon receiving the report, BNP Paribas Australia will endeavour to:

- identify the sources and the extent of the breach;
- take necessary actions to remediate and contain the breach;
- take necessary measures to protect the whistleblower from any potential detriments;
- remediate any forms of detriments suffered by the whistleblower (i.e. reinstatement of position or a position at a comparable level, etc);
- take appropriate measures against the person who has carried out (or threatened to carry out) detrimental acts against the whistleblower (or other person). (i.e. disciplinary actions, referral to appropriate law enforcement authority).

A whistleblower entitled to protection under the Australian laws has a right to seek compensation and other remedies through the court if they suffer loss, damage or injury because of making a whistleblowing disclosure. This includes orders against BNP Paribas Australia after considering factors such as whether it has taken reasonable precautions and exercised due diligence to avoid any detrimental conduct, and the extent to which it has given effect to this policy. A whistleblower may also seek independent legal advice or lodge their complaint with a regulator for investigation if necessary.

## 6.2 Channels for raising sanctions and embargoes concerns

To report any whistleblowing matter that is specific to sanction and embargoes, there is a dedicated sanctions whistleblower [channel](#) so that any disclosures relating to a proven or suspected breach of a financial sanctions and embargoes can be received directly. If the report is unrelated to financial sanctions and embargoes, please report the matter through the general whistleblowing channels.



## 7. APPENDIX

### List of information to provide during the whistleblowing disclosure process

When reporting through the whistleblowing channel, please indicate:

- The location (country, Entity, company, department, ) where the incident occurred
- Whether you wish to remain anonymous
- Your name, phone number, e-mail address and best time for communication with you, should you wish to be identified and / or contacted by the Whistleblowing Referents.
- A description of the matter you want to report. Please provide as much details as possible
- When the behaviour occurred/ began
- How long you think the behaviour has been going on
- How you became aware of the behaviour
- Your relationship with BNPP (e.g. supplier, spouse of an employee, etc ...)
- The assumed damage amount, the incident might have caused (if applicable or if possible for you to estimate)
- The identity of the person(s) engaged in this behaviour
- Whether you or anyone else reported the behaviour to whom and when
- A list of any person(s) who may be aware of the behaviour or issue
- A list of any person(s) who you believe have attempted to conceal this behaviour or issue
- Any documents or files that support your report
- Any other information that may be relevant to your disclosure.

