



Whistleblower policy

Apollo Tourism & Leisure Ltd ACN 614 714 742 (**Company**)

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Whistleblower Policy

1 INTRODUCTION

1.1 Policy overview

Apollo Tourism & Leisure Ltd (“Apollo” or “Company”) has a strong commitment to corporate governance and the Apollo Board is responsible for:

- (a) Actively promoting ethical and responsible decision-making;
- (b) Approving and maintaining a Code of Conduct to guide its Directors and employees in the practices necessary to maintain confidence in Apollo’s integrity; and
- (c) Monitoring the effectiveness of the system of accountability for unethical practices.

In carrying out this responsibility, the Apollo Board and Apollo are committed to protecting its Personnel from reprisal within the full extent of the law if they report a Wrongful Act.

The purpose of this Policy is to strengthen Apollo’s core values by empowering Personnel who wish to report, in good faith, any Wrongful Act (examples of which are provided) without fear of retaliation or punishment. This document outlines, at a high level, the way in which Apollo will respond to reports of Wrongful Acts.

2 DEFINITIONS AND INTERPRETATION

2.1 Definitions

In this document, each term identified below in the left column has the meaning set out opposite in the right column:

Term	Definition
Act	means the Corporations Act (Cth) 2001.
ARMC	means the Audit and Risk Management Committee.
Australian Standard	means the Australian Standard on Whistleblower Protection Programs for Entities (AS 8004 – 2003).
Corruption	means but is not limited to the definition in the Australian Standard, namely “dishonest activity in which a director, executive, manager, employee or contractor of an entity acts contrary to the interests of the entity and abuses his/her position of trust in order to achieve some personal gain or advantage for him or herself or for another person or entity”.
Entity	means Apollo and any company that is a Related Body Corporate within the meaning of the Act.
Fraud	means but is not limited to the definition in the Australian Standard, namely “dishonest activity causing actual, or potential financial loss to any person or entity including theft of moneys or other property by employees or persons external to the entity and whether or not deception is used at the time, immediately before or immediately following the activity. It also includes the deliberate falsification, concealment, destruction or use of falsified documentation used or intended for use for a normal business purpose or the improper use

Term	Definition
	of information or position”.
Personnel	refers not only to directors, officers, and employees, but to contractors, consultants and any other person who might be engaged by Apollo to perform services for or on behalf of Apollo.
Policy	means this Whistleblower Policy.
Whistleblower	has the definition in the Australian Standard, namely “a person being a director, manager, employee or contractor of an entity who, whether anonymously or not, makes, attempts to make or wishes to make a report in connection with reportable conduct and where the Whistleblower wishes to avail themselves of protection against reprisal for having made the report”.
Whistleblower Investigations Officer	has the definition in the Australian Standard, namely “a person or persons being a director, manager, employee or contractor of an entity who has responsibility for conducting preliminary investigations into reports received from a Whistleblower”.
Whistleblower Protection Officer	has the definition in the Australian Standard, namely “a person or persons being a director, manager, employee, or contractor, of an entity who has responsibility for protecting a Whistleblower”.
Wrongful Act	means an act as described in item 3.4 of the Policy.

3 POLICY

3.1 Policy Coverage

This Policy is intended to complement Apollo’s usual reporting avenues for raising issues of concern (such as discussing with your manager). This Policy may be invoked where those existing avenues appear to have failed or may be inappropriate.

3.2 Policy Guidelines

In keeping with the spirit of Apollo’s Code of Conduct, Apollo encourages Personnel who have witnessed, or who are aware of, a suspected Wrongful Act to report it in accordance with this Policy. If Personnel need clarification about whether a complaint should be addressed under this Policy or not, they should contact Apollo’s Company Secretary.

3.3 Corruption and Fraud

An act of Fraud or Corruption is considered a Wrongful Act in accordance with this Policy.

3.4 What is a wrongful act?

For the purposes of this Policy, a Wrongful Act includes, but is not limited to, the following:

- Unlawful conduct (including non-compliance with legislation, regulation, codes, guidelines and other regulatory instruments);
- Conduct that is in breach of any Apollo policy including the Code of Conduct;
- Conduct that is in breach of Apollo’s regulatory compliance obligations;
- Unethical or improper conduct;

- Misuse of Apollo's funds or assets;
- Conduct that endangers Personnel, or the public generally;
- Conduct that jeopardises the safety of Personnel, or of the environment in which they are working;
- Wasteful conduct;
- An abuse of authority;
- Suppression or concealment of any information relating to any of the above types of actions; and
- Taking, or threatening to take, detrimental action against anyone who reports suspected Wrongful Act in reprisal for making that report.

Apollo is committed to providing Personnel with the opportunity to use the whistleblowing process outlined in this Policy for genuine disclosures of a suspected Wrongful Act. The whistleblowing process must not be used for vexatious matters and the Whistleblower Protection Officer and Whistleblower Investigations Officer retain discretion to determine whether this Policy applies to the disclosure. The Whistleblower Protection Officer and Whistleblower Investigations Officer will make any decision as to the application of this Policy in accordance with the intent and principles set out herein.

Please note that specific reporting requirements apply if an alleged Wrongful Act relates to a contravention or suspected contravention of the Act.

3.5 How will Apollo protect a Whistleblower?

What protection will be given to a Whistleblower?

Apollo will not tolerate any form of harassment or retaliation against Personnel who report a Wrongful Act in accordance with this Policy, provided any report of a Wrongful Act is made:

- in good faith, that is the Whistleblower reasonably believes it to be true; and
- Without malice.

Apollo will protect a Whistleblower, including their identity to the extent permitted by law. Apollo will not condone any of the following to happen to a Whistleblower because of the Whistleblower's report of a Wrongful Act:

- Any type of harassment or bullying;
- Any type of disciplinary action;
- A decision not to promote the Whistleblower;
- A decision not to grant a salary increase to the Whistleblower;
- Rejection during probation;
- A performance evaluation in which the Whistleblower's performance is judged as being unsatisfactory solely on account of reporting the matter;
- Involuntary demotion or reassignment to a position with demonstrably less responsibility than the one held prior to the reassignment;
- Unfavourable change in the general terms and conditions of employment or contract;
- Involuntary resignation;

- Involuntary retirement;
- Termination of employment or contract; or
- Any other conduct that is discriminatory towards the Whistleblower.

Threats to cause detriment to the Whistleblower (whether express, implied, conditional or unconditional) are also prohibited. Under this Policy, it is irrelevant whether or not the person threatened actually fears that the threat will be carried out.

What if a Whistleblower is implicated in the Wrongful Act?

Even though a Whistleblower may be implicated in the Wrongful Act, that person must not be subjected to any actual or threatened detrimental action taken in reprisal for reporting that Wrongful Act.

However, reporting a Wrongful Act will not necessarily shield the Whistleblower from the consequences flowing from involvement in the Wrongful Act itself. A person's liability for their own conduct is not affected by their disclosure of that conduct under this Policy (though in some circumstances, an admission of complicity in the Wrongful Act may be a mitigating factor when considering disciplinary or other action.)

3.6 Reporting and Investigations

How to report a Wrongful Act

It is important that a Whistleblower reports suspected Wrongful Acts appropriately. Apollo Personnel who have any suspicions about Wrongful Acts in the workplace should advise:

- The Whistleblower Protection Officer (the Chair of the Audit and Risk Committee or nominated delegate); or
- The Whistleblower Investigations Officer (Company Secretary or nominated delegate, who may be an external resource).

Apollo will investigate any reported Wrongful Acts or conduct. However, it is difficult to investigate reports which consist of anonymous 'tip-offs'. Therefore, Whistleblowers are encouraged to identify themselves and to provide all known details of any alleged Wrongful Act to the Whistleblower Protection Officer or the Whistleblower Investigations Officer.

If a report is made to the Whistleblower Protection Officer, that person will report to the Whistleblower Investigations Officer, and, if a report is made to the Whistleblower Investigations Officer, that person will report to the Whistleblower Protection Officer. The Whistleblower Investigations Officer and the Whistleblower Protection Officer will maintain the strictest confidentiality of the Whistleblower.

Contact details for the Whistleblower Protection Officer and the Whistleblower Investigations Officer are as follows:

- Whistleblower Protection Officer: Chairman of the Audit & Risk Committee: Ms Sophie Mitchell, email: sophie.mitchell@morgans.com.au
- Whistleblower Investigations Officer: Company Secretary: Mr Peter Jans, email: pjans@live.com

Confidentiality

Apollo will to the full extent possible and in accordance with the law, protect the identity of the Whistleblower and keep the statement or report made by the Whistleblower confidential.

What type of information should be reported?

The following information where available, should be reported:

- Identity of suspected Personnel;
- Nature of the allegation;
- Date of alleged fraudulent activity;
- Duration of alleged activity;
- Involvement of any other Personnel;
- Any witnesses to activity; and
- Location of any physical evidence (soft/hard copy).

Contravention of the Corporations Act (Cth) 2001

A Wrongful Act may include a contravention, or suspected contravention of the Act. A Whistleblower who wishes to report a suspected breach of the Act must report all relevant details either to the Whistleblower Protection Officer or the Whistleblower Investigations Officer.

This reporting is important, because, otherwise, the protections guaranteed to the Whistleblower by the Act may not apply.

To qualify for protection under the Act, the Whistleblower must also have reasonable grounds to suspect that Apollo (or its Personnel), has, or may have, contravened a provision of the Act. The report made by the Whistleblower must be made in good faith.

Actions following a breach of the Corporations Act (Cth) 2001

Provided the Whistleblower has first given the Whistleblower Protection Officer and/or the Whistleblower Investigations Officer their name, the Whistleblower Investigations Officer may, where relevant:

- Make a detailed record of the report; and
- Provide the report to ASIC or the Australian Federal Police.

Unless the results of the investigation by the Whistleblower Investigations Officer are conclusive, reports to these external authorities or other external parties will occur only after the Whistleblower has consented and the Chair of the Audit and Risk Committee has provided authority.

3.7 Actions following receipt of report of wrongful act

Following the receipt of the report of a Wrongful Act (including a breach of the Act), the Whistleblower Investigations Officer is to:

- Make a detailed record of the report without revealing the identity of the Whistleblower, unless the Whistleblower consents to his/her identity being revealed;
- Liaise with the Chair of the Audit and Risk Committee on all matters relating to the investigation of the report;
- If required, appoint an investigator (who might be another employee of Apollo, or an external party). Where another employee is appointed as investigator, he or she should not be an employee who works closely with the person being investigated in relation to the Wrongful Act;
- Ensure that an investigation is commenced promptly and discretely;

- Prepare a full report on the findings and recommendations of the investigation, without revealing the identity of the Whistleblower, unless the Whistleblower consents to his/her identity being revealed;
- If requested by the Whistleblower, keep the identity of the Whistleblower confidential, unless it becomes necessary to disclose that person's identity because of pending litigation, or there is some other overriding reason for disclosure; disclosure will be made only after the Whistleblower has been informed of the need for it;
- Where appropriate, notify the Whistleblower, in general terms, of the progress of the investigation, subject to considerations of the privacy of those against whom the allegations have been made;
- Ensure that the person accused of committing the Wrongful Act is given details of the allegation and afforded an opportunity to respond to the allegation before the investigation is concluded;
- Provide a copy of the report of any investigation to the person accused of committing the Wrongful Act; and
- Prepare a full report on the findings and recommendations of the investigation, without revealing the identity of the Whistleblower.

Conduct of investigation

All reports will be investigated discretely, and only those persons who need to know the fact, and the details, of a report, will be informed of it. Where necessary, Apollo might employ external resources to assist with an investigation.

Outcome of investigation

An investigation can result in one of three outcomes:

- The Wrongful Act is proven.
- The Wrongful Act cannot be proven, but there is enough suspicion to warrant further ongoing surveillance or investigation.
- The Wrongful Act is unproven.

Both the Whistleblower (in cases where the Whistleblower is known to the Whistleblower Investigations Officer) and the person accused of committing the Wrongful Act shall be informed independently of the result. The Whistleblower Investigations Officer may decide on the level of information to be provided to the Whistleblower and the person accused of committing the Wrongful Act, as they consider reasonable in the circumstances.

Apollo's employment policies will govern what further action Apollo will take in respect of Personnel involved in committing a Wrongful Act, where it is proved that a Wrongful Act has been committed. In other cases, the relevant contract shall govern. Please note that where the Wrongful Act involves a possible criminal offence, police involvement will be necessary.

Apollo will give its full support to Personnel who are the subject of an investigation where the allegations contained in a report of a Wrongful Act appear to be wrong or unsubstantiated. Where an investigation does not substantiate the report, the fact that the investigation has been carried out, the results of the investigation and the identity of the person who is the subject of the investigation, must be handled confidentially. In such circumstances, no record of the report or the investigation is to be kept in any human resources or employment related record of the person who was investigated in relation to the alleged Wrongful Act.

3.8 What happens if the report was made maliciously?

If, at the conclusion of an investigation (either internally, or by the appropriate authorities), it is concluded that the Whistleblower did not act in good faith, that is, the Whistleblower did not reasonably believe, or could not have reasonably believed, the contents of the report to be true, Apollo may respond in accordance with Apollo's employment policies in the case of employees. In other cases, the relevant contract shall govern.

3.9 Training and awareness

The Company Secretary is responsible for implementing and overseeing the provision of the Whistleblower Policy training program to Personnel. This training program should be reviewed regularly to ensure that it is relevant to Personnel and Apollo's business. As a minimum, Whistleblower Policy training is to be scheduled every two (2) years for Personnel.

Apollo recognises that the level of awareness of Wrongful Acts, amongst all Personnel, must be high so that Personnel can identify, prevent and control Wrongful Acts.

4 REVIEW

The Board will review this Policy every three years to ensure that its strategy remains suitable for the business.