



Whistleblower Policy

Adairs Limited (Company)
ACN 147 375 451

Adopted by the Adairs Limited Board on the 20th of October 2022

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Section 1 – Introduction

1. Purpose

- 1.1 Adairs Limited (**Adairs**) is committed to operating legally (in accordance with applicable legislation and regulation), properly (in accordance with organisational policy and procedures), and ethically (in accordance with recognised ethical principles).
- 1.2 Adairs encourages the Reports of actual or suspected Wrongdoing, including fraud, corruption, illegal activities, gross mismanagement, malpractice, misconduct or any other improper state of affairs. This Whistleblower Policy (**Policy**) is an important tool for helping Adairs identify Wrongdoing and provides guidance on how to Report actual or suspected Wrongdoing that is occurring within Adairs.
- 1.3 All persons covered by this Policy are strongly encouraged to speak up and to Report non-compliant actions by other people to help Adairs maintain legal, proper, and ethical operations. Adairs provides protections and measures so that persons who make a Report may do so with confidence and without fear of being subject to any Detriment.
- 1.4 This Policy is available internally on [Advance at Adairs] and externally on [<https://investors.adairs.com.au/investors/?page=corporate-governance>].
- 1.5 In addition to this Policy, please refer to the Appendix if you are reporting from New Zealand or your concern or report relates to conduct connected to Adairs New Zealand Limited.

2. Scope:

- 2.1 The Policy covers eligible Whistleblowers as outlined in the definition below.

3. Definitions:

- 3.1 For the purpose of this Policy:

(a) **Adairs** includes Adairs Limited and its related entities.

(b) **Detriment** includes:

- (i) termination of employment;
- (ii) injury of an employee in their employment;
- (iii) alteration of an employee's position or duties to his or her disadvantage;

- (iv) discrimination between the employee and other employees of the same employer;
 - (v) harassment or intimidation of a person;
 - (vi) harm or injury to a person, including psychological harm;
 - (vii) damage to a person's property;
 - (viii) damage to a person's reputation;
 - (ix) damage to a person's business or financial position; or
 - (x) any other damage to a person.
- (c) **Personal Work-Related Grievance** has the meaning as provided for at clause 4 of this Policy.
- (d) **Policy** means this Whistleblower Policy.
- (e) **Report(s)** means a Whistleblower disclosure of Wrongdoing made in accordance with this Policy.
- (f) **Whistleblower** means a disclosing person who is eligible for protection, including but not limited to:
- (i) all current and former Adairs officers and employees;
 - (ii) suppliers of goods and services (and their employees) to Adairs, whether paid or unpaid;
 - (iii) associates of Adairs, including directors and directors of related companies;
 - (iv) a spouse, relatives or dependents of the above; and
 - (v) other individuals as specified by legislation/regulation.
- (g) **Whistleblower Protection Officer** means the Group Head of Risk and Compliance.
- (h) **Whistleblower Support Officer** means the Group Head of People and Culture
- (i) **Wrongdoing** includes:
- (i) fraudulent or corrupt conduct;
 - (ii) any form of misconduct;

- (iii) illegal conduct, such as theft, drug sale or use, violence or threatened violence, criminal damage to property etc.;
- (iv) harassment, sexual harassment, or any form of discrimination;
- (v) unethical conduct such as improper behaviour relating to accounting, internal accounting controls, or audit matters;
- (vi) dishonest or corrupt behaviour, including soliciting, accepting or offering a bribe or other such benefits;
- (vii) substantial mismanagement of Adairs' resources;
- (viii) an improper state of affairs or circumstances;
- (ix) seriously harmful conduct or potentially seriously harmful conduct to an Adairs employee such as deliberate unsafe work practices or willful disregard to the safety of others in the workplace;
- (x) conduct that is likely to cause serious loss to Adairs financial position or reputation;
- (xi) conduct that is likely to pose a substantial risk to the public;
- (xii) conduct that is likely to pose a substantial risk to the Australian financial system (such as the share market);
- (xiii) conduct that is likely to pose a substantial risk to the environment; or
- (xiv) concealment of any Wrongdoing.

4. Matters this Policy applies to

- 4.1 An eligible Whistleblower may make a Report under this Policy if that person has reasonable grounds to suspect Wrongdoing in relation to Adairs.
- 4.2 An eligible Whistleblower can still qualify for protection even if their Report turns out to be incorrect. However, Adairs expects that all Reports made under this Policy are made honestly, in good faith and on reasonable grounds.

5. Exclusions

- 5.1 This Policy does not extend to matters that do not qualify as Wrongdoing, such as **Personal Work-Related Grievances**. These are grievances about the discloser's employment, or former employment, that:
 - (a) has or tends to have implications for the discloser personally; and

- (b) does not have significant implications for the regulated entity; and
- (c) does not concern Wrongdoing; and
- (d) is not alleged victimisation / Detriment in relation to a previous report of Wrongdoing.

5.2 Examples of Personal Work-Related Grievances include:

- (a) a conflict between the discloser and another employee;
- (b) a decision relating to the engagement, transfer or promotion of the discloser;
- (c) a decision relating to the terms and conditions of engagement of the discloser; or
- (d) a decision to suspend or terminate the engagement of, or otherwise to discipline, the discloser.

5.3 An employee may make a Personal Work-Related Grievance through Adairs' Grievance Policy.

Section 2 – Making a Report

6. Principles:

6.1 The Adairs attitude is “when in doubt, report it”. Adairs is committed to protecting and supporting the dignity, wellbeing, career and good name of any Whistleblower reporting Wrongdoing.

6.2 A person reporting Wrongdoing:

- (a) will not be subject to Detriment for making such a Report;
- (b) is entitled to make their Report anonymously and remain anonymous during any investigation and their wish shall be honoured except in circumstances where it may be overridden by law; and
- (c) is not automatically absolved from the consequences of any involvement on their own part in the conduct they Report.

6.3 A person reporting Wrongdoing is not entitled to protection from the consequence of their actions, if investigation into the Report yields some misconduct or improper conduct by the person making the Report.

7. Reporting Options

- 7.1 A Whistleblower can Report Wrongdoing to:
- (a) Whistleblower Protection Officer (Internal); or
 - (b) External Reporting Option.

- 7.2 Before making a Report, a Whistleblower may seek additional information from the Whistleblower Protection Officer or an independent legal advisor.

8. Internal Reporting Option

- 8.1 All Whistleblower Reports should first be made to the Whistleblower Protection Officer, where the person is comfortable to do so. The Whistleblower Protection Officer has the training and expertise to deal with Reports in a sensitive and controlled manner. All Reports will be treated as confidential.

- 8.2 Unless otherwise requested or notified the internal Whistleblower Protection Officer (WPO) is the Group Head of Risk and Compliance.

- 8.3 Contact details of the Whistleblower Protection Officer for Reports (anonymous or not) are:

Email whistleblower@adairs.com.au
Phone 03 8888 4506

- 8.4 The Whistleblower Protection Officer has the responsibility to conduct sufficient inquiries to be satisfied that:

- (a) each Report of Wrongdoing referred to them is appropriately inquired into and/or investigated;
- (b) the action taken in response to the inquiry/investigation is appropriate to the circumstances;
- (c) a Whistleblower is given the necessary protections under this Policy;
- (d) a Whistleblower is not subject to detriment or any other reprisal in connection with making the Report; and
- (e) support is provided to the Whistleblower.

- 8.5 The Whistleblower Protection Officer has direct access to independent financial, legal and operational advisers as required, and a direct line of access to the Board, as may be required to satisfy the objectives of this Policy. The Whistleblower Protection Officer will notify the Board / CEO of a Whistleblower Report as reasonably necessary.

- 8.6 Adairs encourages Whistleblowers to make a Report internally to the Whistleblower Protection Officer, so that Adairs can identify and address

Wrongdoing as early as possible, as well as help build confidence and trust in this Policy. However, this Policy does not prevent a Whistleblower from reporting Wrongdoing in other ways, such as to a regulator or a legal practitioner. Whistleblowers can also make an emergency or public interest disclosure, but should seek independent legal advice prior to doing so, to understand the criteria for making such a disclosure.

9. External Reporting Option

Adairs has an external reporting option available ('Speak Up' - Operated by Core Integrity), in recognition that a Whistleblower may prefer to make their Report externally in certain circumstances. These include:

- (a) they believe they may be victimised if they make an internal Report;
 - (b) they prefer to make the Report anonymously; and / or
 - (c) the Report is about a Whistleblower Protection Officer.
- 9.2 An external Report will be forwarded to the Whistleblower Protection Officer for investigation. In instances where a report is about a Whistleblower Protection Officer, the alternative officer will be provided with the report.
- 9.3 Contact details to make an external Report (whether a Whistleblower wishes to be anonymous or not) are:

Speak Up

Phone 1800 324 775
Email speakup@coreintegrity.com.au
Web <https://coreintegrity.com.au/su/adairs/>
Mail PO Box 895, Darlinghurst NSW 1300

10. Investigation of Wrongdoing

- 10.1 Any Report of Wrongdoing should be in writing and should contain, as appropriate, details of:
- (a) the nature of the alleged Wrongdoing;
 - (b) the person or persons responsible for or involved in the Wrongdoing;
 - (c) any facts in relation to the alleged Wrongdoing, including dates, times, locations, details of incident that could assist in substantiating any Report; and
 - (d) any evidence relevant to the report, if known.
- 10.2 Any evidence a disclosing person has to support the reported allegation should be provided at the time of the Report being made. The absence of such

evidence will be considered in assessing whether to open an investigation into the Report. However, absence of such evidence is not a bar to Adairs investigating the Report. The existence of any concern is sufficient to trigger reporting responsibilities.

- 10.3 The Whistleblower Protection Officer will be appointed to investigate the Report or may delegate a suitably qualified alternative to complete the investigation. Investigations of Wrongdoing will be conducted in a manner that is confidential, fair and objective. The investigation processes will vary depending on the nature of the Wrongdoing and the amount of information provided to Adairs.
- 10.4 A disclosing Whistleblower will be provided with regular updates on the investigation where possible. Whistleblowers will also be provided with information pertaining to the outcome of the investigation or the substantiation of the alleged Wrongdoing, unless circumstances exist where it may not be appropriate to do so. This decision will be made at the discretion of a Whistleblower Protection Officer.
- 10.5 A disclosing Whistleblower who has chosen to remain anonymous and is unable to be contacted will not be updated on the outcome of an investigation.

11. Fair Treatment of Individuals Mentioned in a Report

- 11.1 An investigation into any reported Wrongdoing is designed to allow for fair treatment of any employees who are mentioned in a Report. Accordingly, Adairs will handle disclosures confidentially and ensure that any investigations are objective, fair and independent.

12. Protections Available to Whistleblowers

- 12.1 Whistleblowers are entitled to the following protections:
 - (a) the Whistleblower is entitled to anonymity when making the Report and throughout any investigation;
 - (b) the Whistleblower is not to be subject to any civil, criminal or administrative liability for making the Report;
 - (c) compensation and other remedies;
 - (d) the Whistleblower is not to be subject to disciplinary action for making the Report;
 - (e) the Whistleblower is not to be subject to Detriment for making the Report and throughout any investigation; and

- (f) in some instances, the information provided in the Report cannot be used in criminal proceedings against the person making the Report.

*Please note: This clause outlines the protections for a Whistleblower when "making a Report" in accordance with this Policy. This does not extend to protection from disadvantage based on the contents of the Report and / or the outcome of any investigation into the Report. For clarity, a Whistleblower who acted unlawfully or improperly may be subject to civil, criminal or administrative liability, including disciplinary action, following investigation into the Report.

- 12.2 Penalties can be imposed on Adairs and any individual who fails to maintain confidentiality or who victimises (bullies or harasses) a Whistleblower for making a protected report. For employees, a breach of this Policy may result in disciplinary action up to and including termination of employment.

13. Anonymity

- 13.1 If a Whistleblower wishes to make their report anonymously, their wish shall be honoured except insofar as it may be overridden by law. A Whistleblower should understand that the maintenance of anonymity may make it:
- (a) more challenging for Adairs to investigate the Report; and / or
 - (b) less likely that the alleged breach can be substantiated in any subsequent investigation, particularly where there has been little, or no evidence provided.

- 13.2 Where anonymity has been requested the disclosing person is required to maintain confidentiality regarding the issue on their own account and to refrain from discussing the matter with any unauthorised persons.

14. Whistleblower Support Officer

- 14.1 This Policy provides for the appointment of a Whistleblower Support Officer (**WSO**). The WSO is responsible for, so far as is reasonably practicable, protecting a Whistleblower from being victimised as a result of making a Report. Any Whistleblower reporting Wrongdoing can seek advice from the WSO or Whistleblower Protection Officer prior to or after making a report.
- 14.2 The WSO can protect and support the disclosing Whistleblower by:
- (a) Ensuring confidentiality in the investigation;
 - (b) Protecting, as far as legally possible, the Whistleblower's identity;
 - (c) Offering a Whistleblower leave of absence while a matter is investigated (where applicable and subject to operational requirements); and

- (d) Reassigning a Whistleblower to a different work group, location or department (where applicable).
- 14.3 Unless otherwise requested or notified the Whistleblower Support Officer (WSO) is the Group Head of People and Culture.
- 14.4 Preferably the WSO would be contacted through the same means as the Whistleblower Protection Officer as follows:

Email whistleblower@adairs.com.au
Phone 03 8888 4506

Section 3 – Governance

15. Reporting

- 15.1 All Whistleblower reports of Wrongdoing submitted through the reporting lines outlined above and the progress and result of any investigations will be provided to the Board as reasonably necessary. Matters are to be referred to the Board Audit and Risk Committee by the Group Head of Risk and Compliance where relevant, e.g. any matters relating to accounting, internal control or audit concerns.

Appendix

New Zealand Whistleblowers

This Appendix applies if you are reporting from New Zealand or your concern or report relates to conduct connected to Adairs New Zealand Limited.

This Appendix sets out a summary of protections that may be available under New Zealand's Protected Disclosures (Protection of Whistleblowers) Act 2022 (**NZ Act**), as these protections differ to the protections outlined in this Policy.

1. DISCLOSERS

You may be eligible for protections under the NZ Act if you believe on reasonable grounds that there is, or has been, Serious Wrongdoing (as that expression is defined below) at or by Adairs and:

- you are a current or former employee, secondee, contractor or volunteer at Adairs; or
- you are or have been concerned in the management of Adairs (such as the Board),

together referred to as '**Eligible Discloser**'.

2. SERIOUS WRONGDOING

'**Serious Wrongdoing**' is an act, omission or course of conduct at or by Adairs that amounts to:

- an offence;
- a serious risk to public health or safety, the health or safety of an individual or the environment; or
- a serious risk to the maintenance of law, including the right to a fair trial, and the prevention, investigation and detection of offences.

3. DISCLOSER'S ENTITLEMENT TO PROTECTION

You are entitled to protection under the NZ Act if you are an Eligible Discloser making a disclosure is in relation Serious Wrongdoing and your disclosure is made in accordance with this Policy more generally, or to a Adairs director.

These protections include:

- confidentiality;
- protection against retaliation and victimisation; and
- immunity against civil, criminal, or disciplinary proceedings.

You may be entitled to protection even if you are mistaken and there is no Serious Wrongdoing. You may also make the disclosure to another person, provided it is on a confidential basis and for the purpose of seeking advice on how to make a disclosure in accordance with the NZ Act (to a lawyer for example).

4. HOW WE WILL HANDLE YOUR DISCLOSURE

We will endeavour to do the following within 20 working days of receiving your disclosure:

- acknowledge receipt;
- consider whether to investigate;
- check with you if you have made your disclosure elsewhere (and of any outcome);
- deal with your disclosure by either:
 - investigating it;
 - addressing any Serious Wrongdoing;
 - refer your disclosure to an appropriate authority; or
 - deciding that no further action is required.

Any investigation will follow the principles outlined in this Policy more generally.

If for some reason we are unable to stick to the timeframe above, we will let you know and we recommend that you always keep the communication line open, as more generally stated in this Policy.

If you have concerns with the way the investigation is progressing or the outcome of an investigation, you can raise your concerns with an appropriate authority.