



REDBUBBLE GROUP WHISTLEBLOWER POLICY

December 2019

Introduction

The aim of this Policy is to ensure that:

- you are aware of your rights in relation to the making of a "whistleblowing" disclosure;
- Redbubble Group (**RB Group**) is compliant with its obligations under the applicable laws in relation to whistleblowing disclosures; and
- you feel confident about raising such concerns, by being able to access a reporting and investigative mechanism that is objective and confidential, and knowing that you are protected from reprisal for doing so.

If you have reasonable grounds to suspect that:

- there has been misconduct or an improper state of affairs relating to a company in the RB Group; or
- a director, executive or other employee of RB Group may have engaged in illegal, unethical or otherwise improper conduct,

you are encouraged to report such information in accordance with this Policy. You should not be fearful of adverse repercussions for doing so.

If you report a **Reportable Matter** (defined below), you are known as a **Whistleblower** for the purposes of this Policy.

We all have a responsibility to help detect Reportable Matters, and RB Group is committed to ensuring that it has in place a safe, reliable and confidential way of reporting such matters under this Policy and consistent with the requirements under the *Corporations Act 2001* (**Corporations Act**).

Policy application

This Policy applies to anyone who is or has been engaged by, or who works or has worked for, RB Group, including directors, executives, other employees, contractors, consultants, secondees, and suppliers of goods or services to RB Group (and their employees). Individuals who are associates of RB Group are also covered by whistleblower protections under the Corporations Act.

In addition, relatives of the individuals referred to above, and dependants of such individuals or of their spouse, are eligible whistleblowers under the Corporations Act.



Reportable Matters

A 'Reportable Matter' is information where there are reasonable grounds to suspect that the information:

- concerns misconduct (including fraud, negligence, default, breach of trust and breach of duty), or an improper state of affairs or circumstances, in relation to a company in RB Group; or
- indicates that a company in RB Group, or a director, executive or other employee of a company in RB Group, has engaged in conduct that:
 - constitutes an offence against, or a contravention of: the Corporations Act, the *Australian Securities and Investments Commission Act 2001*, the *Banking Act 1959*, the *Financial Sector (Collection of Data) Act 2001*, the *Insurance Act 1973*, the *Life Insurance Act 1995*, the *National Consumer Credit Protection Act 2009*, or the *Superannuation Industry (Supervision) Act 1993*, or instruments made under these laws; or
 - constitutes an offence against any other federal law that is punishable by imprisonment for a period of 12 months or more; or
 - represents a danger to the public or the financial system.

Generally, a Reportable Matter is not one that concerns a personal work- related grievance (other than if it relates to victimisation contrary to the protections under the Corporations Act and this Policy). For example, information concerning the following will generally not be considered Reportable Matters:

- interpersonal conflict with an employee;
- decisions relating to engagement, transfer or promotions;
- decisions relating to the terms and conditions of engagement;
- decisions to suspend or terminate someone's employment or other engagement, or to take any other disciplinary measures.

All matters reported under this Policy will be taken extremely seriously. If a deliberately false or malicious report is made, whether under this Policy or otherwise, this will likely result in disciplinary action being taken against the person making such a report.

How to report a Reportable Matter

A Reportable Matter under this Policy may be reported to our Whistleblower Reports Officer (**WRO**). The current WRO is the Redbubble Company Secretary. Generally, the WRO is responsible for receiving reports, managing the reporting and any investigatory process, safeguarding the interests of Whistleblowers, and ensuring the integrity of the reporting mechanism under this Policy.

Alternatively, a Reportable Matter under this Policy may be reported to our external Whistleblower Reports Agency (**WRA**). The current WRA is LifeWorks, who can be reached at the details below:

- From within Australia - **1800 676 787**
- From US & Europe - **+61 2 8905 0356**
- You can also request a call back by emailing Aus_Lifeworks1@morneaushepell.com

Further details can be found [here on Confluence](#).



Where a Whistleblower Report is lodged with the WRA, the WRA will carry out the responsibilities described above.

A Whistleblower may also report a Reportable Matter to any executive, senior manager or auditor (or audit team member) of RB Group. If a Reportable Matter is reported to such person and not initially reported to the WRO or WRA, it will be passed on to the WRO, or to the WRA if it is inappropriate for the WRO to deal with the matter, subject to confidentiality requirements in relation to the Whistleblower's identity.

If the Reportable Matter relates to the CEO, the Whistleblower must also report the Reportable Matter to the Board Chair and/or Chair of Redbubble's Audit & Risk Committee.

In addition, Whistleblowers may disclose Reportable Matters to:

- ASIC, APRA, or another Commonwealth body prescribed by regulation; and
- journalists and members of Commonwealth, State and Territory Parliaments in certain circumstances under the Corporations Act (referred to as 'public interest disclosures' and 'emergency disclosures').

It is preferred that any report made under this Policy be in writing, by email or in hard copy, and should be marked 'Strictly Private and Confidential'. The report should:

- identify what the Whistleblower believes constitutes the Reportable Matter;
- identify to whom the Whistleblower believes the Reportable Matter relates;
- identify who the Whistleblower believes the Reportable Matter affects;
- set out as much detail as possible as to the relevant factual details that the Whistleblower believes have occurred or are occurring; and
- attach any relevant supporting documentation.

While reports can be made anonymously if preferred (and will still be subject to the protections under the Corporations Act), this may affect the ability to properly consider and investigate the matter reported (including an inability to further communicate with a Whistleblower about a Reportable Matter).

Should a report be conveyed in person or by telephone, and where the Whistleblower is not anonymous, the WRO or WRA (as the case may be) will provide the Whistleblower with a written copy of his/her understanding of the report made, which the Whistleblower will then be asked to confirm as accurately reflecting what they have reported.

Once such information has been obtained, the WRO/WRA will assess whether the matter reported qualifies as meeting the definition of a Reportable Matter, and if so, will arrange for an independent investigation to be conducted into the allegations the subject of the report.

If an individual to whom this Policy applies, receives a Whistleblower report or is otherwise aware of the details of a Whistleblower report, then they must contact the WRO/WRA or other appropriate person named above (subject to confidentiality requirements in relation to the Whistleblower's identity), but must otherwise keep the details of such report strictly confidential.



Investigation processes

Investigation processes will vary depending on the precise nature of the conduct being investigated. The purpose of an investigation is to determine whether or not a Reportable Matter is substantiated, with a view to RB Group then rectifying any wrongdoing uncovered (to the extent that this is practicable in all the circumstances), and to take any disciplinary or other appropriate action.

The WRO/WRA and/or the investigator will determine how the investigation is to be conducted. Unless anonymous, a Whistleblower may be asked to provide further details about what he/she has reported, to ensure that the matters raised may be thoroughly investigated and put to others who are implicated.

All investigations will be thorough, objective, fair and conducted by an investigator who is independent of: the Whistleblower, anyone who is the subject of the Reportable Matter, and any business unit concerned.

Communicating with Whistleblowers about Reportable Matters

So far as is practicable, a Whistleblower will be kept informed at regular intervals of the status of a Reportable Matter that they have reported, as well as the outcome (subject to privacy and confidentiality considerations).

Whistleblower protections

There are various protections afforded to individuals who report Reportable Matters or make other protected disclosures under the Corporations Act.

Confidentiality: The person to whom a Reportable Matter is reported may only disclose the Whistleblower's name or any information that is likely to lead to their identification, if the Whistleblower agrees to this or if otherwise authorised under the Corporations Act.

Anyone involved in handling the report of a Reportable Matter (such as the WRO/WRA and an investigator) will also ensure that all files relating to the report are kept secure, that the information received is held in confidence, and that it is only disclosed to any persons not connected with the investigation if:

- following consultation, the Whistleblower has consented to such disclosure; or
- required or permissible by law.

It is possible that someone might deduce the identity of a Whistleblower without there having been a breach of confidentiality – for example, if the nature of a report or an investigation points to one particular individual having made it. This would not constitute a breach of the Corporations Act, so long as all reasonable steps have been taken to reduce the risk of a Whistleblower being identified.



No victimisation: Whistleblowers will not be:

- subjected to any **Detrimental Conduct** (as defined below) because, or partly because, it is believed or suspected that they or any other person reported, may have reported, propose to report, or could report, a Reportable Matter; or
- threatened to be subjected to any Detrimental Conduct because they or any other person has reported or may report a Reportable Matter.

'Detrimental Conduct' includes (without limitation):

- dismissal of an employee;
- injury to an employee in their employment;
- alteration of an employee's position or duties to their disadvantage;
- discrimination between an employee and other employees;
- harassment or intimidation of a person;
- harm or injury to a person, including psychological harm;
- damage to a person's property;
- damage to a person's reputation;
- damage to a person's business or financial position;
- any other damage to a person.

However, certain Detrimental Conduct may still occur for other legitimate reasons, such as managing a Whistleblower's unsatisfactory work performance or misconduct.

Other support: The Company will ensure fairness to all involved as a result of a Reportable Matter being reported under this Policy, including any staff mentioned in a Reportable Matter or to whom it relates. This will be achieved by maintaining confidentiality so far as is reasonably practicable, and by requiring procedural fairness throughout any investigation process.

The Company recognises that "blowing the whistle" is likely to be a very stressful and difficult experience, as may be any involvement in an investigation into a Reportable Matter. Accordingly, if any additional support is required, you are encouraged to contact a senior member of the P&C team and/or you may wish to access our confidential Employee Assistance Program – details [available on Confluence here](#).

Other protections under the Corporations Act: In addition to protections for Whistleblowers who report a Reportable Matter, the Corporations Act also provides the same protections to individuals who make disclosures to legal practitioners for the purpose of obtaining legal advice or representation in relation to the operation of the whistleblower provisions in the Act.

The Corporations Act also provides that Whistleblowers:

- may obtain remedies via the courts with respect to Detrimental Conduct taken against them contrary to the above protections, including compensation for loss, damage or injury suffered as a result of Detrimental Conduct;
- are protected from civil liability, criminal liability and administrative action (including disciplinary action) for making a protected disclosure (although they will not be immune in relation to any misconduct they have engaged in that is revealed from their disclosure).



Impact of this Policy on your engagement

It is a condition of any employment or other engagement by RB Group that you will comply at all times with this Policy. However, this Policy does not form part of any agreement with RB Group. Any breach of this Policy will be taken very seriously and may result in disciplinary action, up to and including termination of employment or cessation of any other engagement or contract with RB Group.

Review

It is intended that this Policy will be reviewed from time to time to ensure that it remains consistent with all relevant legislative requirements, as well as changes within the organisation. The Policy may be amended or replaced at any other time at the sole discretion of RB Group.

Policy accessibility and further information

This Policy will be accessible via [the Bubbler Guide on Confluence](#). Any questions about it should be directed to the Redbubble Company Secretary at legal@redbubble.com.

Further details about Whistleblower's rights and protections in Australia may be found at [Part 9.4AAA of the Corporations Act](#).