

Willis Towers Watson Australia

Whistleblower Policy

December 2019

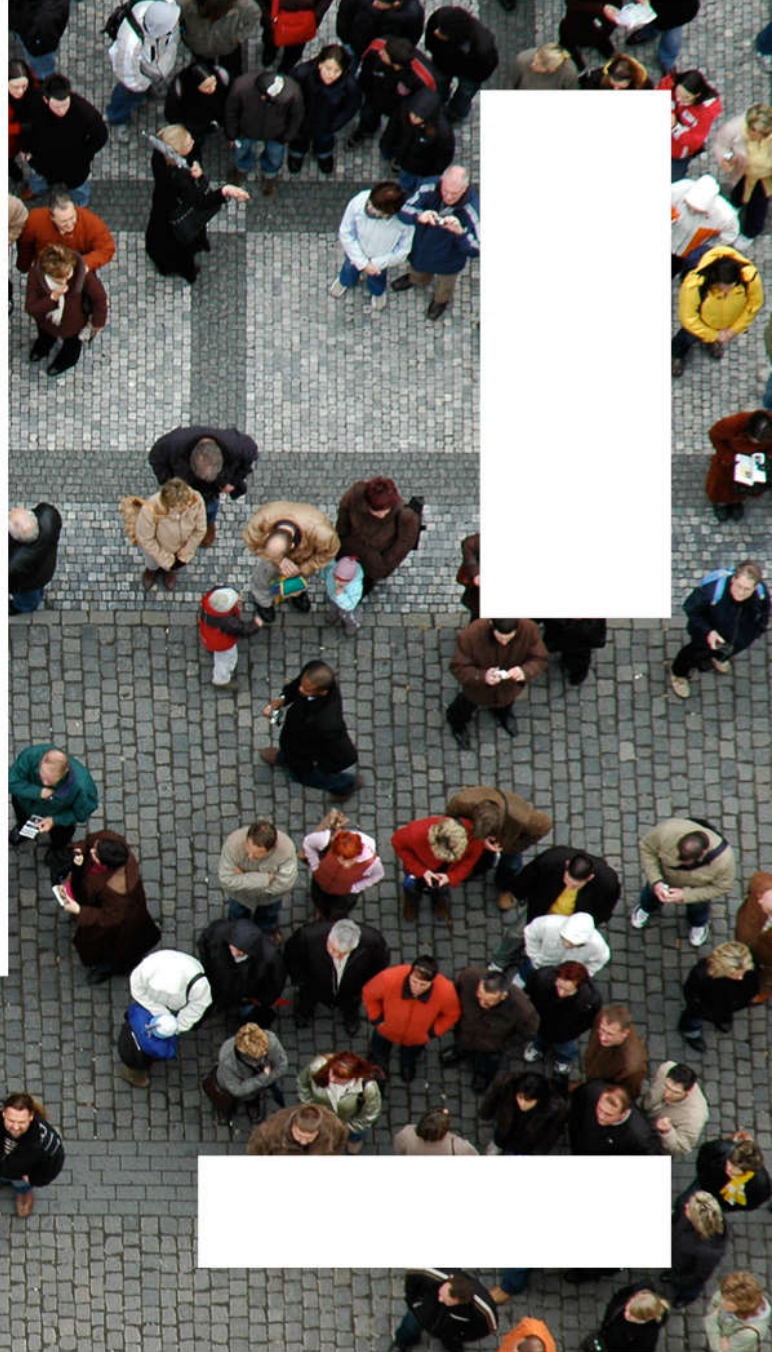


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Section 1: Purpose

Pursuant to our Code of Conduct, Willis Towers Watson Australia is committed to conducting our business responsibly and in compliance with all applicable laws, regulations, internal accounting standards, accounting controls and audit findings.

The purpose of this policy is to encourage the reporting of any instance of suspected unethical, illegal or undesirable conduct involving Willis Towers Watson Australia and provide protections and measures available under the *Corporations Act 2001* (Cth) (**Corporations Act**) and the *Taxation Administration Act 1953* (Cth) (collectively, **the Legislation**), for eligible whistleblowers within and outside Willis Towers Watson Australia (**Policy**) so that those persons who make a report may do so confidentially and without fear of intimidation, disadvantage or reprisal.

For the purposes of this Policy, **Willis Towers Watson Australia** includes the following entities:

- Willis Australia Limited (ABN: 90 000 321 237)
- Willis Employee Benefits Pty Limited (ABN: 68 059 019 911)
- Richard Oliver Underwriting Managers Pty. Ltd. (ABN: 66 006 649 341)
- CKA Risk Solutions Pty Limited (ABN: 33 109 033 123)
- Willis Reinsurance Australia Limited (ABN: 22 000 235 914)
- Willis Australia Group Services Pty Limited (ABN: 64 006 256 908)
- Towers Watson Australia Pty Ltd (ABN: 45 002 415 349)
- Towers Watson Superannuation Pty Ltd (ABN: 56 098 527 256)
- Wycomp Pty. Limited (ABN: 33 002 101 377)

This Policy can be accessed on Willis Towers Watson Australia's [intranet](#) and [website](#).

Section 2: Who is an eligible whistleblower under this Policy?

You can make a report under this Policy if you are a **current** or **former**:

- employee of Willis Towers Watson Australia
- officer (e.g. a director or company secretary) of Willis Towers Watson Australia
- contractor, or an employee of a contractor, who has supplied goods or services to Willis Towers Watson Australia. This includes consultants, service providers and business partners (either paid or unpaid and can include volunteers)
- associate of Willis Towers Watson Australia (usually a person with whom Willis Towers Watson Australia acts in concert), or
- spouse, relative or dependant of one of the people referred to above.

Section 3: What is reportable conduct?

You **must** have **reasonable grounds** to suspect that a Willis Towers Watson Australia officer, employee, contractor, supplier, tenderer or other person who has business dealings with Willis Towers Watson Australia, has engaged in conduct (**Reportable Conduct**) which:

- is dishonest
- involves past, ongoing or anticipated suspected criminal behaviour
- breaches Willis Towers Watson Australia and Willis Towers Watson global policies and procedures
- breaches the Corporations Act (e.g. insider trading, falsification of accounts, failure of a director or officer to act in good faith in the best interests of the corporation, or to act with the care and diligence that a reasonable person would exercise, or failure of a director to give notice of any material personal in a matter relating to the affairs of the company)
- breaches other financial sector laws enforced by the Australian Securities and Investments Commission (ASIC) or the Australian Prudential Regulation Authority (APRA)
- is an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months
- represents danger to the public or the financial system
- represents danger to health and safety or the environment
- demonstrates failures by Willis Towers Watson Australia to adequately address inappropriate behaviours or activities
- involves harassment, discrimination, victimisation or bullying, other than personal work-related grievances as defined in the Corporations Act
- involves misconduct or an improper state of affairs or circumstances in relation to the tax affairs of Willis Towers Watson Australia or its associate and information will help the Australian Taxation Office (ATO) or the report recipient to perform their duties under taxation law, or
- involves any other kind of misconduct or an improper state of affairs or circumstances.

As per above, it is important to note that Reportable Conduct **does not** necessarily have to involve a contravention of a particular law.

'Reasonable grounds' means that a reasonable person in your position would also suspect the information indicates misconduct or a breach of the law.

Personal work-related grievances

Reports made **solely** in respect of one's personal work-related grievances (and which do not suggest systemic misconduct beyond your own circumstances or breaches employment or other laws) **do not qualify** for the protection under this Policy.

Generally, personal work-related grievances are those that relate to a person's current or former employment and include:

- an interpersonal conflict with another employee

- a decision that does not involve a breach of workplace laws
- a decision about the engagement, transfer, or promotion
- a decision about the terms and conditions of the engagement
- a decision to suspend or terminate the engagement, or otherwise to discipline the person.

However, such reports may be protected under other legislation, such as the *Fair Work Act 2009*. Willis Towers Watson Australia encourages you to raise personal work-related grievances as well as any other types of issues or concerns that are not covered by the Policy to the appropriate corporate department (e.g. Legal, Compliance, Finance, Human Resources, Operations) and/or seek legal advice about your rights and protections.

Section 4: Who can I make a report to?

For the purposes of this Policy, Willis Towers Watson Australia requests that you make a report [online](#) or by [phone](#) via the Willis Towers Watson Code of Conduct Hotline. This is a free-of-charge hotline and reporting service provided by an independent third-party and is available 24 hours a day, seven days a week.

While it is Willis Towers Watson Australia's preference that you raise reports via the Hotline (as per above), you may also raise the matter directly to either of the below-listed individuals authorised by Willis Towers Watson Australia to receive the report:

- Jonathan Downes (Head of Legal, Australasia)
Jon.Downes@WillisTowersWatson.com
TEL: +61 (2) 9285 4148
- Heidi London (Compliance Director Asia Pacific)
Heidi.London@WillisTowersWatson.com
TEL: +61 (0) 478 485 663.

Reports may also be posted to c/o Willis Towers Watson, Level 16, 123 Pitt Street, Sydney NSW 2000, Australia, marked for the attention of either of the above-listed individuals.

You may also raise the matter with an "officer" or "senior manager" of Willis Towers Watson. These are defined in the Corporations Act as "a director, or a senior manager in the company who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the company, or who has the capacity to affect significantly the company's financial standing."

Remaining anonymous

If you make a report, you may choose to remain anonymous if you do not wish to disclose your identity. There is no requirement that you disclose your identity in order to qualify for protection under this Policy. We will make every effort to keep the report and your identity confidential and will adhere strictly to the prohibition against retaliation. Anonymous reports will be addressed to the extent possible based on the information provided.

A report can also be made to:

- a legal practitioner for the purposes of obtaining legal advice or legal representation
- where the Reportable Conduct is **not tax-related**: Deloitte (Willis Towers Watson external auditor or a member of that audit team) and regulatory bodies, such as ASIC or APRA

- where the Reportable Conduct is **tax-related**: Deloitte (Willis Towers Watson external auditor or a member of that audit team), the Commissioner of Taxation or a registered tax agent or BAS agent who provides tax or BAS services to Willis Towers Watson Australia, or
- where the Reportable Conduct relates to a superannuation fund under the trusteeship of a Willis Towers Watson Australia entity, the external auditor or actuary of that superannuation fund.

Section 5: Investigation of Reportable Conduct

All reports made under this Policy, whether via the Hotline or otherwise, will be investigated in a timely, objective and fair manner in accordance with the Willis Towers Watson Code of Conduct. The findings will be appropriately documented.

You will be updated on the status and outcomes of your report where it is feasible and appropriate.

Where appropriate, reports will be referred to the Willis Towers Watson Office of General Counsel, and an investigation will be conducted under its direction to ensure that an independent process is followed, pursuant to the investigation protocols. Following an investigation, corrective actions will be taken as warranted.

Section 6: Protection for whistleblowers

If you are:

- an eligible whistleblower under section 2, and
- reporting a Reportable Conduct under section 3, and
- submitting your report as directed under section 4,

you will be afforded the following protections under the Legislation.

6.1 Protection of your identity and confidentiality

Subject to compliance with legal requirements, upon receipt of a report from you under this Policy, **your identity** (or any information likely to reveal your identity) will only be disclosed if:

- you consent; or
- the concern is reported to ASIC, APRA, the Tax Commissioner or the Australian Federal Police, or
- the concern is raised with an external lawyer for the purpose of obtaining legal advice or representation.

The information contained in your report can be disclosed with or without your consent if:

- the information does not include your identity;

- Willis Towers Watson Australia has taken all reasonable steps to reduce the risk that you will be identified from the information; and
- it is reasonably necessary for investigating the issues raised in the report.

The person receiving the report commits an offence if they disclose the whistleblower's identity or the information contained in the report contrary to the above.

Willis Towers Watson Australia is committed to protecting confidentiality in respect of all matters raised under this Policy as required by the Legislation. Measures in place to protect the confidentiality of a whistleblower's identity include:

- making an external reporting hotline available for reporting
- reports handled and investigated by qualified staff
- all paper and electronic documents and other materials relating to disclosures stored securely
- access to reports and related information limited to those directly involved in investigation process and this is a restricted number of people

6.2 Protection against detrimental conduct

Anyone who causes or threatens detriment to a whistleblower in relation to a report made under this Policy may be guilty of an offence and may be liable for compensation for loss, damage or injury suffered as a result of detrimental conduct.

Willis Towers Watson Australia will ensure that persons who make a report under this Policy are treated fairly, do not suffer detriment and will not suffer discharge, demotion, suspension, threats, harassment, retaliation, discrimination, victimisation, or other adverse consequences for providing that report. All reports of such retaliation are taken seriously and are investigated promptly using personnel who are independent of the colleagues alleged to have retaliated. A colleague who retaliates as described in this Policy is subject to discipline up to and including the termination of their employment.

6.3 Protection against legal actions

Additional legal protections that may be available to whistleblowers include but are not limited to:

- immunity from any civil, criminal or administrative legal action for making the report
- no contractual or other rights may be exercised against the whistleblower for making the report
- no contractual or other remedies may be enforced against the whistleblower for making the report
- the report is not admissible against the whistleblower in criminal or penalty proceedings in some circumstances (e.g. disclosures to ASIC or APRA, or with public interest or emergency disclosures)
- a whistleblower's identity cannot be disclosed to a Court or tribunal except where considered necessary.

6.4 Protections for a public interest disclosure or an emergency disclosure

There are **additional protections** under the Corporations Act in certain limited circumstances if the concerns raised relate to matters in the public interest or an emergency and where you make a whistleblower report to a journalist or a member of the Commonwealth Parliament or a state or territory parliament.

It is important that you understand the criteria for making a public interest or emergency disclosure. You should seek your own personal legal advice from a properly accredited legal practitioner who understands your circumstances before making a public interest disclosure or an emergency disclosure.

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