



Whistleblower Policy

Wiley & Co. Pty. Ltd. ACN 010 604 869 (**Wiley**)

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1 Purpose

We are committed to doing business in an open, ethical and accountable way, and to supporting a culture of integrity in everything we do. We recognise that an important aspect of this is that individuals feel confident about reporting any concerns they may have about wrongdoing in relation to our business activities. While it is not always clear if an activity is wrong, if you feel that it might be, then we would like to hear from you.

2 Policy overview

The Wiley Whistleblower Policy (**Policy**) has been reviewed by the Managing Director and Board and applies to all directors, officers, staff, consultants and subcontractors of Wiley & Co Pty Ltd (**Wiley** or the **Company**).

This Policy explains:

- Who can make a report that is protected by whistleblower laws (**Disclosure**)
- What is a disclosable matter including what can and should be reported
- How to go about making a Disclosure and who you can talk with to make a Disclosure
- What protections are available to a person who makes a Disclosure
- How a Disclosure is investigated at Wiley

3 Who can make a Disclosure?

You will be eligible for protections under the Corporations Act if you make a Disclosure in accordance with this Policy and you are (or have ever been) any of the following in relation to Wiley:

- (a) an officer or employee
- (b) a supplier of goods or services (whether paid or unpaid) including their employees
- (c) a relative of an individual referred to in items **Error! Reference source not found.** or **Error! Reference source not found.** above
- (d) a spouse or dependant of an individual referred to in items **Error! Reference source not found.** or **Error! Reference source not found.** above

What is a disclosable matter?

Reportable Conduct refers to any matter that you know, or have reasonable grounds to suspect, concerns misconduct or an improper state of affairs in relation to Wiley and its operations. This includes reporting any of the following examples of suspected wrongdoing:

- (a) illegal conduct such as theft, violence or threatened violence and criminal damage against property
- (b) fraud, money laundering or misappropriation of funds
- (c) dishonest or unethical behaviour and practices
- (d) offering or accepting a bribe
- (e) financial irregularities
- (f) failure to comply with, or breach of, legal or regulatory requirements including the Corporations Act

- (g) engaging in or threatening to engage in detrimental conduct against a person who has made a Disclosure or is believed or suspected to have made or be planning to make a Disclosure

Wiley will provide protections and measures so that a person making a Disclosure may do so confidentially and without fear of intimidation or disadvantage.

Disclosures made anonymously are protected under Australian whistleblower laws.

A discloser can still qualify for protection if their Disclosure turns out to be incorrect.

Disclosures that may not be protected under the whistleblower laws include purely personal work-related or concerns about your employment (or former employment) which may have implications for you personally but does not have significant implications for Wiley and does not involve allegations of misconduct or an improper state of affairs or circumstances. Personal work-related grievances that are not considered a Disclosure might involve:

- (a) an interpersonal conflict with another employee
- (b) a decision by us that does not involve a breach of workplace laws
- (c) a decision about your engagement, transfer or promotion
- (d) a decision about the terms and conditions of your employment
- (e) a decision to suspend or terminate your employment
- (f) disciplinary decisions

However, in certain circumstances your concerns about personal work-related grievance should still be raised as a Disclosure under this Policy, for example if you know or have reasonable grounds to suspect that the personal work-related grievance concerns a breach of employment or other laws, represents a danger to the public or otherwise suggests misconduct beyond your personal circumstances.

Another type of disclosure that may not be protected under the whistleblower laws include a false report that could have a significant effect on our reputation and the reputations of other employees and could also cause considerable waste of time and effort. Deliberately false reporting will be treated as a serious disciplinary matter.

While not intending to discourage the reporting of matters of genuine concern, you must ensure that, as far as possible, reports are factually accurate, complete, based on first-hand knowledge, presented in an unbiased fashion (and any possible perception of bias should be disclosed) and without material omission.

4 Who can receive a Disclosure

Disclosures can be made at any time via the following internal options:

- People and Performance Manager - Whistleblower@wiley.com.au / 1300 385 988
- Chief Financial Officer - Whistleblower@wiley.com.au / 1300 385 988

Disclosures may also be made via our dedicated confidential phone line and online service that is independently run with trained operators 24/7:

- Phone: 1800 468 456
- Online: <https://integrityline.com.au/make-an-online-report/>

We encourage any disclosures to be reported in the first instance using one of the options above. Any person wishing to seek additional information before formally making a Disclosure can also use the options above.

Additional disclosure options include:

- (a) an officer or senior manager of Wiley
- (b) the external auditor (including a member of an audit team conducting an audit) of Wiley
- (c) ASIC
- (d) a legal practitioner, provided that the Disclosure is made for the purpose of obtaining legal advice or legal representation
- (e) journalists and members of the Commonwealth, State or Territory parliaments under certain circumstances in relation to a public interest or emergency disclosure. (Note: a Disclosure to a journalist or parliamentarian must first have been made to ASIC, APRA or a prescribed body and written notice provided 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.)

5 How we deal with Disclosures

5.1 Roles and responsibilities

Role	Responsibilities
Authorised Disclosure Officer	<ul style="list-style-type: none"> The persons listed above who have been authorised by us to receive Disclosures.
Whistleblower Protection Officer	<ul style="list-style-type: none"> The Whistleblower Protection Officer is responsible for safeguarding the interests of Eligible Whistleblowers and ensuring our compliance with any applicable laws and regulations in accordance with this Policy. The Whistleblower Protection Officer is usually also responsible for completing a preliminary review of any Disclosure. This role is currently held by People and Performance Manager.
Whistleblower Investigation Officer	<ul style="list-style-type: none"> The Whistleblower Investigation Officer will carry out or supervise the investigation of any Disclosure made in accordance with this Policy to determine whether there is any evidence in support of the matters raised or, alternatively, to disprove the Disclosure. The Whistleblower Protection Officer will be responsible for appointing the Whistleblower Investigation Officer in relation to a matter.
Board	<ul style="list-style-type: none"> The Board governs and is responsible for the ultimate decision-making power regarding Disclosures made under this Policy.

6 Assessment and investigation of Disclosures

6.1 Initial assessment of Disclosures

Disclosures will initially be referred to the Whistleblower Protection Officer, who will carry out an initial assessment of:

- (a) the mixture of issues raised by the Disclosure, including whether the Disclosure falls within this Policy
- (b) the actual risks of detrimental conduct faced by all individuals involved in the Disclosure (and, where appropriate, take action under sections 6.3 and 7.2)
- (c) the appropriate steps for both responding to the Disclosure and your welfare

If the Disclosure is covered by this Policy and further investigation of the matters raised in the Disclosure is warranted, your Disclosure will be referred to a Whistleblower Investigation Officer.

6.2 Investigation by Whistleblower Investigation Officer

The objective of an investigation of a Disclosure is to determine whether there is enough evidence to substantiate or refute the matters reported in the Disclosure.

Where an investigation needs to be undertaken, we will ensure it is objective, fair and independent. Therefore, any Whistleblower Investigation Officer appointed to investigate your Disclosure will be independent of you and any individuals who are the subject of your Disclosure, as well as any connected staff members.

The Whistleblower Investigation Officer will usually be a senior employee who has received training on how to investigate Disclosures. If, however:

- (a) it is considered that that additional specialist skills or expertise are necessary
- (b) if the Disclosure concerns any member of the Board or any senior managers

an external investigator may be appointed to conduct the investigation, either in conjunction with, or independently of, an internal Whistleblower Investigation Officer.

6.3 Ongoing support and protection by Whistleblower Protection Officer

Unless you have chosen to remain anonymous and cannot be contacted, after the Whistleblower Protection Officer has completed their initial assessment of your Disclosure, they will discuss with you what kind of support and protection you need. For instance, it might be appropriate for you to have:

- (a) a leave of absence during the investigation
- (b) alternative employment arrangements (such as working from home)
- (c) counselling or other professional services for the distress caused by the Reportable Conduct which led to the Disclosure being made by you

- (d) assistance in developing strategies to help you minimise and manage stress, time or performance impacts, or other challenges resulting from your Disclosure or its investigation

6.4 Keeping you informed

- (a) Unless you have chosen to remain anonymous and cannot be contacted, we will (through the Whistleblower Protection Officer):
 - (i) confirm receipt of the Disclosure by the Whistleblower Investigation Officer and to establish a process, including expected timeframes, for reporting to you the progress of the investigation
 - (ii) contact you as soon as practicable after the Disclosure has been referred to the Whistleblower Investigation Officer to discuss your welfare and to discuss whether you require any additional support
 - (iii) inform you at the earliest possible opportunity if the Whistleblower Investigation Officer determines that there is insufficient information or evidence to warrant further investigation
 - (iv) inform you of the final outcome of the investigation

6.5 Ensuring fair treatment of individuals mentioned in a Disclosure

The Whistleblower Protection Officer will also ensure that:

- (a) if practical and appropriate to do so, the details of individuals mentioned in the Disclosure are handled confidentially
- (b) any person who is the subject of a Disclosure will be advised about the subject matter of the Disclosure as and when required by principles of natural justice and procedural fairness and prior to any actions being taken
- (c) any person who is the subject of a Disclosure receives appropriate support services

7 Support and protection of whistleblowers

7.1 Protecting your identity

All Disclosures will be treated confidentially, regardless of whether or not you are an Eligible Whistleblower. Your identity and any information you disclose will not be provided to anyone who is not involved in the investigation of your Disclosure unless permitted by law (such as if we disclose such details to ASIC, the AFP or a legal practitioner), or you have consented to us doing so.

If you make a Disclosure that includes details of your identity, or any other information which could be used to identify you, the Authorised Disclosure Officer who received your Disclosure will ask you to consent to this information being disclosed to the Whistleblower Protection Officer and Whistleblower Investigation Officer.

If you do not wish for this information to be included, your Disclosure will be de-identified before it is escalated for investigation. For example, this may include:

- (a) redacting your personal information
- (b) referring to you in a gender-neutral context
- (c) working with you to help identify any other information within your Disclosure that could inadvertently identify you

Alternatively, you may choose to adopt a pseudonym for the purposes of your Disclosure. This may be suitable where your identity is known to the Authorised Disclosure Officer to whom you made your Disclosure and the Whistleblower Protection Officer, but you would prefer not to disclose your identity to anyone else (including the Whistleblower Investigation Officer).

All documents and other materials relating to your Disclosure will be stored and dealt with securely.

7.2 Protection from detrimental conduct

This Policy, and particularly the measures set out in section 6.3, are designed to ensure that no one will be subject to or threatened with detrimental conduct (whether by act or omission) by us, our employees or anyone else whose conduct is within our control if that person believes or suspects that a person has made, may have made, proposes to make or could make a Disclosure, and the belief or suspicion is the reason, or part of the reason, for their conduct towards that person.

Examples of detrimental conduct could include:

- (d) dismissal as an employee
- (e) injury in the course of the person's employment
- (f) alteration of a person's position or duties within their employment to their disadvantage
- (g) discrimination between the person and other employees
- (h) harassment or intimidation
- (i) harm or injury, including psychological harm
- (j) damage to the person's property
- (k) damage to the person's reputation
- (l) damage to the person's business or financial position
- (m) any other damage

but will not include situations where such conduct is appropriate in the circumstances, such as:

- (a) administrative action that is reasonable for the purpose of protecting the person from detrimental conduct (such as the actions detailed above)
- (b) managing unsatisfactory work performance, if the action is in line with our performance management framework

You can seek compensation and other remedies through the courts if:

- (a) you suffer detrimental conduct because of a Disclosure (whether or not it was you who made the Disclosure)
- (b) we fail to take reasonable precautions and exercise due diligence to prevent that detrimental conduct

7.3 Civil, criminal and administrative liability protection

If you are an Eligible Whistleblower, you are also protected from any of the following in relation to your Disclosure:

- (a) civil liability (e.g. any legal action against you for breach of an employment contract, duty of confidentiality or another contractual obligation)
- (b) criminal liability (e.g. attempted prosecution of you for unlawfully releasing information, or other use of the Disclosure against you in a prosecution (other than for making a false disclosure))
- (c) administrative liability (e.g. disciplinary action for making the Disclosure)

However, it is important that you understand that these protections do not apply in relation to any misconduct you have engaged in that is revealed in your Disclosure.

7.4 Concerns about breaches of confidentiality and victimising behaviour

It is against the law for us to fail to take reasonable precautions to protect you from actual or threatened detrimental conduct. It is also against the law for us to breach your confidentiality if you are an Eligible Whistleblower (see section 7.1).

If you believe that your confidentiality may have been breached or that you have been subject to, or threatened with, any detrimental conduct, we encourage you to raise your concerns with the Whistleblower Protection Officer in the first instance who will escalate the matter as a separate Disclosure. However, you may also lodge a complaint directly with ASIC and/or seek independent legal advice.

8 Reports and recommendations

At the end of an investigation, the Whistleblower Investigation Officer will submit a de-identified report to the Board. The report will summarise the conduct of the investigation and the evidence collected, draw conclusions about the extent of any Reportable Conduct and recommend an appropriate course of action to remedy any Reportable Conduct and ensure that it does not recur.

A copy of the report will also be provided to the Whistleblower Protection Officer, who will provide you with a copy and as well as maintain a de-identified record of all concerns raised and actions taken under this Policy.

9 Availability of Policy

This policy has been made available via:

- (a) Wiley internal SharePoint site; and
- (b) on our website at www.wiley.com.au.

Regular training and ongoing education relating to whistleblowing policies and processes will be provided to all employees.

10 Review of this Policy

This Policy will be reviewed by the Board periodically to ensure it remains consistent with all relevant legislative requirements, as well as the changing nature of our business operations.