



# WHISTLEBLOWER POLICY



**kogan.com**

Kogan.com Limited ACN 612 447 293



# **Kogan.com Limited Whistleblower Policy**

**Arnold Bloch Leibler**

Level 21 333 Collins Street Melbourne Victoria 3000 Australia  
Telephone 61 3 9229 9999 Facsimile 61 3 9229 9900

# TABLE OF CONTENTS

---

<b>1</b>	<b>Purpose of this Part</b> .....	<b>1</b>
<b>2</b>	<b>Who is covered by this policy?</b> .....	<b>1</b>
<b>3</b>	<b>What matters / issues are covered by this policy?</b> .....	<b>2</b>
	3.1 What disclosures can be made under this policy .....	2
	3.2 What constitutes “reasonable grounds”? .....	2
	3.3 What is Reportable Conduct?.....	2
	3.4 Disclosures that cannot be made under this policy.....	4
	3.5 No protection for deliberate false reporting.....	5
<b>4</b>	<b>How can you report an issue?</b> .....	<b>6</b>
	4.1 Contact points for making a disclosure .....	6
	4.2 Ability to make disclosures to journalists or parliamentarians in certain circumstances .....	7
<b>5</b>	<b>What protections are you entitled to if you make a disclosure?</b> .....	<b>9</b>
	5.1 Protection of your identity (confidentiality) .....	9
	5.2 Protection from detriment .....	10
	5.3 Compensation .....	11
	5.4 Protection from liability .....	11
	5.5 Separate protection in relation to tax matters .....	11
<b>6</b>	<b>What will Kogan do to implement the support and practical protection to which you are entitled?</b> .....	<b>11</b>
	6.1 How does the Kogan Group protect your confidentiality? .....	11
	6.2 How does the Kogan Group protect you from detriment?.....	12
	6.3 Complaints.....	13
<b>7</b>	<b>How will the Kogan Group handle and investigate disclosures?</b> .....	<b>13</b>
	7.1 How will your disclosure be handled initially? .....	13
	7.2 How will your disclosure be investigated? .....	14
	7.3 How will you be kept informed about the investigation process?.....	15
	7.4 How will the investigation findings be documented, reported internally and communicated to you?.....	15
	7.5 Review of investigation findings.....	16
<b>8</b>	<b>How will the Kogan Group ensure the fair treatment of individuals mentioned in a disclosure?</b> .....	<b>16</b>
<b>9</b>	<b>How can you access this policy?</b> .....	<b>17</b>
<b>10</b>	<b>What training will be undertaken?</b> .....	<b>17</b>
<b>11</b>	<b>How does Kogan monitor and report on the effectiveness of this policy?</b> .....	<b>17</b>
<b>12</b>	<b>How is this policy reviewed and updated?</b> .....	<b>17</b>
<b>13</b>	<b>Contact us</b> .....	<b>18</b>
<b>14</b>	<b>Overview of eligibility</b> .....	<b>19</b>
<b>15</b>	<b>What protections are available?</b> .....	<b>19</b>

## Purpose of this policy

### What is the purpose of this policy?

Kogan.com Limited (ACN 612 447 293) (**Kogan**) recognises the importance of transparency and accountability in its operations to promote best practice in corporate governance. It is committed to the highest standards of conduct and ethical behaviour in all of its business activities across the Kogan Group (collectively, the **Kogan Group**, and each a **Kogan Group Member**).

The purpose of this policy is to:

- ensure individuals who disclose wrongdoing can do so safely, securely and with confidence that they will be protected and supported;
- ensure disclosures are dealt with appropriately and on a timely basis;
- support Kogan's values, code of conduct and ethics policy;
- support Kogan's long-term sustainability and reputation;
- meet Kogan's legal and regulatory obligations;
- provide transparency around Kogan's framework for receiving, handling and investigating disclosures;
- encourage more disclosures of wrongdoing; and
- help deter wrongdoing, in line with Kogan's risk management and governance framework.

### What information does this policy contain?

This policy provides information regarding:

- to whom and how a matter may be disclosed;
- the protections available to those who make a disclosure under the *Corporations Act 2001* (Cth) (**Corporations Act**) and the *Tax Administration Act 1953* (Cth) (**Tax Act**);
- how Kogan will support those who make disclosures and protect them from detriment;
- how Kogan will investigate disclosures;
- how Kogan will ensure fair treatment of officers and employees who are mentioned in disclosures; and
- how this policy is to be made available to officers and employees of Kogan and its related bodies corporates.

This policy does not apply in respect of any disclosures which do not qualify for protection under the Corporations Act (however these disclosures may be protected under other legislation, for example the *Fair Work Act 2009* (Cth)).

This policy also does not apply to customer complaints or concerns regarding products, which should be lodged online at [www.help.kogan.com/hc/en-us](http://www.help.kogan.com/hc/en-us).

### Importance of whistleblowing regime

Kogan is committed to complying with all applicable laws and regulations and acting in a manner that is consistent with the principles of honesty, integrity, fairness and respect. This policy forms part of, and is of integral importance to, Kogan's risk management strategy and corporate

**Legislative note:** See section 1317AAB of the Corporations Act for more information on this requirement)

governance framework. This policy is a practical tool for helping Kogan to identify wrongdoing that may not be uncovered unless there is a safe and secure means for disclosing such conduct.

The Board of Kogan will be responsible for the oversight and monitoring of this policy.

We encourage any persons who are aware of possible wrongdoing with respect to the Kogan Group to have the confidence to speak up.

## QUICK GUIDE TO USING THIS POLICY

PURPOSE OF THIS POLICY		
PART A – DOES THIS POLICY APPLY TO YOU?		
Topic	Summary	Further guidance
Who is covered by this policy?	This policy applies to all current and former officers, employees, suppliers and associates of a Kogan Group Member (as well as relatives, spouses or dependants of those persons).	<b>Section 2</b>
What matters / issues are covered by this policy?	<p>For a matter to be disclosable under this policy, you must have reasonable grounds to believe that the information concerns Reportable Conduct (as defined in Section 3.3). In general, you can disclose information where you have reasonable grounds to suspect that the information:</p> <ul style="list-style-type: none"> <li>• concerns <b>misconduct</b>, or an <b>improper state of affairs</b> or circumstances, in relation to a Kogan Group Member; or</li> <li>• indicates a Kogan Group Member (or its employees or officers) has engaged in conduct that constitutes a contravention of certain laws of the Commonwealth or represents a danger to the public or the financial system.</li> </ul>	<b>Section 3</b>
How can you report an issue?	There are several ways that you can report Reportable Conduct. A report may be made verbally or in writing and may be submitted anonymously if you do not wish to disclose your identity.	<b>Section 4</b>

**Report to Disclosure Officer, senior manager or officer of Kogan**

To ensure appropriate escalation and timely investigation, we request that reports be made to our Disclosure Officer listed below:

<b>Disclosure Officer</b>	<b>Email</b>	<b>Phone</b>	<b>Address</b>
Lisa Calderone	<a href="mailto:Lisa.calderone@kogan.com.au">Lisa.calderone@kogan.com.au</a>	0420402926	139 Gladstone Street, South Melbourne VIC 3205

You may also make a report to any officer or senior manager of Kogan.

**Report to auditor**

You may also make a report to the Kogan Group Member's auditor, Simon Dubois.

<b>Method</b>	<b>Auditor Contact Details</b>
Telephone	+61 3 9288 6927
Mail	KPMG Tower Two Collins Square 727 Collins Street Melbourne VIC 3008
Email / Online	<a href="mailto:sdubois@kpmg.com.au">sdubois@kpmg.com.au</a>

	<b><u>Report to other external recipients</u></b> In certain circumstances, you may also be able to make a report to other third party recipients, for example a legal practitioner, ASIC or APRA, journalists or parliamentarians.	
How should you make a disclosure?	You may make a disclosure using any of the methods identified above and in Section 4.  Disclosures can be made verbally or in writing and can be made anonymously.	<b>Section 4</b>
<b>PART B - PROTECTION AND PROCESSES UNDER THE POLICY</b>		
<b>Topic</b>	<b>Summary</b>	<b>Further guidance</b>
What protections are you entitled to if you make a disclosure?	If you make a disclosure that is eligible for protection, you will be protected in the following ways: <ul style="list-style-type: none"> <li>• identity protection (confidentiality);</li> <li>• protection from detrimental acts or omissions;</li> <li>• possible entitlements to compensation and remedies; and</li> <li>• protection from civil, criminal and administrative liability protection.</li> </ul>	<b>Section 5</b>
What will Kogan do to implement the support and practical protections to which you are entitled?	The Kogan Group has processes in place to protect your identity and maintain confidentiality, including secure filing and electronic systems, distinct reporting lines and ongoing internal training regarding the Kogan Group's obligations under this policy.  The Kogan Group additionally has processes in place to protect you from detriment arising as a result of your disclosure (and to support you in the event that you do suffer such detriment), including designating specific protection officers to safeguard your wellbeing.	<b>Section 6</b>
How will Kogan handle and investigate disclosures?	Kogan will assess and investigate disclosures, either internally or with assistance from external advisers, and will provide progress updates to you along the way.	<b>Section 7</b>

How will Kogan ensure the fair treatment of employees mentioned in a disclosure?	Kogan will handle disclosures confidentially and keep employees implicated in disclosures informed about the status of the disclosure as and when appropriate.	<b>Section 8</b>
<b>PART C – GENERAL INFORMATION</b>		
<b>Topic</b>	<b>Summary</b>	<b>Further guidance</b>
How can you access this policy?	A copy of this policy is available on <a href="http://www.kogancorporate.com">www.kogancorporate.com</a> .	<b>Section 9</b>
What training will be undertaken?	Kogan will conduct upfront and ongoing education and training for employees and officers regarding this policy and Kogan’s whistleblowing processes and procedures.	<b>Section 10</b>
How does Kogan monitor and report on the effectiveness of this policy?	Kogan has reporting systems in place to monitor the implementation of the policy and ensure it remains current and effective in practice.	<b>Section 11</b>
How is this policy reviewed and updated?	This policy will be reviewed periodically and updated as and when required.	<b>Section 12</b>
How can you receive further information on this policy?	For further information and advice on this policy, contact Lisa Calderone.	<b>Section 13</b>
<b>ANNEXURE A: ADDITIONAL PROTECTION IN RELATION TO TAX MATTERS</b>		

# PART A – DOES THIS POLICY APPLY TO YOU?

## 1 Purpose of this Part

---

This Part A aims to assist you in determining whether or not you qualify for protection under this policy.

To be protected under this policy, you must:

- (a) be a person covered by this policy (see Section 2);
- (b) report a matter / issue covered by this policy (see Section 3); and
- (c) report the matter to the correct person or organisation (see Section 4).

If you fail to satisfy any one of the above requirements, you will not be eligible for the protections and support offered under this policy.

**Legislative note:** See section 1317AA of the Corporations Act for the pre-conditions to qualify for protection under the whistleblower regime.

You should obtain independent legal advice to determine whether you fall within the whistleblower regime if you are considering making a disclosure under this policy. Alternatively, you can contact Lisa Calderone to obtain additional information prior to making a disclosure.

## 2 Who is covered by this policy?

---

This policy will apply to you if you are, or have previously been, any one of the following:

- (a) an **officer** of a Kogan Group Member;
- (b) an **employee** of a Kogan Group Member (which includes permanent, part time, fixed term or temporary employees, interns, secondees and managers);
- (c) an individual who **supplies** services or goods to a Kogan Group Member, or is an **employee** of a person that supplies services or goods to Kogan (which includes paid or unpaid suppliers, contractors, consultants and service providers);
- (d) an individual who is an **associate** of a Kogan Group Member (which includes business partners); or
- (e) a **relative, spouse** or **dependant** of any individual referred to in (a) to (d) above (which includes a dependant of such individual's spouse).



In addition to the above, the *Corporations Regulations 2001 (Cth)* (**Corporations Regulations**) may from time to time prescribe other individuals who fall within the above list. We will update this policy periodically to include such individuals.

You should obtain legal advice to determine whether you fall within the whistleblower regime if you are considering making a disclosure under this policy.

**Legislative note:** The above people constitute “eligible whistleblowers” under section 1317AAA of the *Corporations Act*.

### 3 What matters / issues are covered by this policy?

#### 3.1 What disclosures can be made under this policy

If you are a person that this policy applies to (see Section 2), you can make a disclosure under this policy about certain information relating to a Kogan Group Member.

To make a disclosure under this policy, you must have “reasonable grounds” to believe that the information concerns **Reportable Conduct** (as defined in Section 3.3 below). If you do not have reasonable grounds, or the information does not relate to Reportable Conduct, your disclosure will not qualify for protection under this policy.

#### 3.2 What constitutes “reasonable grounds”?

Any disclosure of Reportable Conduct must be based on objective reasonable grounds. Your motive for making a disclosure, or your personal opinion of the person(s) involved, does not prevent you from qualifying for protection.

While you do not have to prove the allegations raised in your disclosure, you should have some form of supporting information underlying your belief in order to qualify for protection - you cannot make a completely baseless allegation.

#### 3.3 What is Reportable Conduct?

Reportable Conduct involves information that falls into one of the following categories:

(a) **Information concerning misconduct**

The information concerns misconduct in relation to a Kogan Group Member.

**Examples of information which concern misconduct include information indicating:**

...fraud	...negligence
...default	...breach of trust or duty

(b) **Information concerning an improper state of affairs**

The information concerns an improper state of affairs or circumstances in relation to a Kogan Group Member.

**Examples of information which may concern an improper state of affairs may include information:**

...indicating a systemic issue that the relevant regulator should know about to properly perform its functions	...relating to conduct that may cause harm
...relating to dishonest or unethical behaviour or practices	...relating to conduct that is prohibited by Kogan's standards or code(s) of conduct

(c) **Information indicating a legal offence or contravention**

The information indicates that a Kogan Group Member, or one of their officers or employees, has engaged in conduct that constitutes:

- (i) an offence against any law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more; or
- (ii) an offence against, or a contravention of, a provision of the Corporations Act or the prescribed list of other legislative instruments (set out below).

**Examples of prescribed legislative instruments for the purposes of this provision are the:**

- *Australian Securities and Investments Commission Act 2001* (Cth)
  - *Banking Act 1959* (Cth)
  - *Financial Sector (Collection of Data) Act 2001* (Cth)
  - *Insurance Act 1973* (Cth)
  - *Life Insurance Act 1995* (Cth)
  - *National Consumer Credit Protection Act 2009* (Cth)
  - *Superannuation Industry (Supervision) Act 1993* (Cth)
  - *Superannuation Industry (Supervision) Act 1993* (Cth)
- or an instrument made under any of the above Acts.

(d) **Information indicating conduct representing a danger or significant risk to the public**

The information indicates that a Kogan Group Member, or one of their officers or employees, has engaged in conduct that represents a danger or significant risk to the public or public safety.

(e) **Information indicating conduct representing a danger or significant risk to the financial system**

The information indicates that a Kogan Group Member, or one of their officers or employees, has engaged in conduct that represents a danger or significant risk to the establishment of, or confidence in, the financial system.

In addition to the above, the Corporations Regulations may from time to time prescribe other matters that constitute Reportable Conduct. We will update this policy periodically to include such matters, however cannot guarantee it is up to date. You should obtain legal advice to determine whether the information you hold constitutes Reportable Conduct if you are considering making a disclosure under this policy.

**Examples of Reportable Conduct include:**

- engaging in cartel conduct or other forms of anti-competitive conduct prohibited under competition laws
- illegal conduct, such as theft, dealing in, or use of illicit drugs, violence or threatened violence, and criminal damage against property
- insider trading, fraud, money laundering, misappropriation of funds or offering or accepting a bribe
- insolvent trading
- breach of the continuous disclosure rules
- failure to keep accurate financial records
- falsification of accounts or financial irregularities
- failure to comply with, or breach of, legal or regulatory requirements
- failure of a director or other officer of a Kogan Group Member to act with the care and diligence that a reasonable person would exercise, or to act in good faith in the best interests of the corporation
- failure of a director to give notice of any material personal interest in a matter relating to the affairs of a Kogan Group Member
- 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

**Legislative note:** *The above matters constitute “disclosable matters” under sections 1317AA(4) or 1317AA(5) of the Corporations Act.*

### 3.4 Disclosures that cannot be made under this policy

Even if you are a person this policy applies to (see Section 2), this policy will not apply to any disclosure you make that does not qualify for protection under the Corporations Act.

Disclosures that cannot be made under this policy include personal work-related grievances.

A personal work-related grievance is one that relates to your current or former employment and has, or tends to have, implications for you personally but does not relate to Reportable Conduct (see Section 3.3) or have any other significant implications for a Kogan Group Member.

**Examples of conduct which may constitute personal work-related grievance include:**

- an interpersonal conflict between you and another employee
- a decision that does not involve a breach of workplace laws
- a decision relating to your engagement, transfer or promotion
- a decision relating to the terms and conditions of your engagement
- a decision to suspend or terminate your engagement, or to otherwise discipline you

However, a disclosure about, or including, a personal work-related grievance may in some instances still qualify for protection where there is sufficient overlap with the whistleblower regime.

**Examples of personal work-related grievances that may still constitute Reportable Conduct include instances where the personal work related grievance:**

- includes information about misconduct, or information about misconduct includes or is accompanied by a personal work-related grievance (“mixed reports”)
- relates to conduct which intentionally causes, or threatens to cause, detriment to another person who has made a disclosure under this policy that qualifies for protection
- involves a breach by a Kogan Group Member of employment or other laws punishable by imprisonment for a period of 12 months or more, or which represents a danger to the public
- involves conduct by a Kogan Group Member that represents a danger to the public
- involves you seeking legal advice or legal representation about the operation of the whistleblower protections under the Corporations Act

If this policy does not apply to your personal work-related grievance, or any other issues or concerns you have that are not matters constituting Reportable Conduct, we encourage you to raise these issues with a member of our People & Culture team. In these instances, we also encourage you to seek legal advice both about your rights and protections under employment or contract law and how to best resolve your personal grievance.

### **3.5 No protection for deliberate false reporting**

If you make a malicious, false or vexatious allegation under this policy, you risk causing serious harm to the reputation of the Kogan Group and to individuals who are mentioned in false reports. If you make such an allegation deliberately (ie where you know it to be untrue), such conduct may be considered a serious matter rendering you subject to disciplinary proceedings and you will not be able to access the whistleblower protections under the Corporations Act.

However, if you reasonably suspect misconduct or have some information leading to a suspicion (but lack all the details) we encourage you to nonetheless come forward. Provided you make a disclosure in good faith, you may still be protected even if it is then found to be incorrect, unfounded or unable to be substantiated in a subsequent investigation.

## 4 How can you report an issue?

### 4.1 Contact points for making a disclosure

If you are a person this policy applies to (see Section 2), and have reasonable grounds to believe you have information concerning Reportable Conduct (see Section 3), you may make a disclosure to any of the persons or organisations referred to in this section.

If you do, you will qualify for protection from the time you make your disclosure, even if you or the recipient of your disclosure do not immediately recognise that your disclosure qualifies for protection.

Kogan would like to identify and address wrongdoing as early as possible. Kogan's approach is intended to help build confidence and trust in its whistleblower policy, processes and procedures.

#### How to report to a Disclosure Officer

In the first instance, we encourage you to make your disclosure to the **Disclosure Officer** (in person or by phone during office hours, or by appointment, via letter or by email at all times) to allow us to take the appropriate steps to investigate, rectify (if possible) or otherwise resolve the issue internally as soon as possible:

Disclosure Officer	Email	Phone	Address
Lisa Calderone	<a href="mailto:Lisa.calderone@kogan.com.au">Lisa.calderone@kogan.com.au</a>	0420402962	139 Gladstone Street, South Melbourne VIC 3205

**Legislative note:** The above people constitute "eligible recipients" under section 1317AAC of the Corporations Act.

If you make a disclosure to the Disclosure Officer, the recipient of the disclosure may ask you to place your concerns in writing so that they can fully understand and investigate your disclosure and allocate it to the right persons to progress the matter.

#### How to make anonymous or external disclosures

Should you wish to make an anonymous or confidential disclosure, or a disclosure outside of office hours, you can submit your concern by sending it from an anonymous email address to [corporate@kogan.com.au](mailto:corporate@kogan.com.au).

Alternatively, you can choose to use a pseudonym to make your disclosure if you are not comfortable making one in your own name.

We have provided this option to ensure that you are not discouraged from providing your disclosure to a Kogan Group Member.

You can choose to remain anonymous even after making the disclosure, both during the course of the investigation of your disclosure (see Section 7), when receiving updates on the status of your disclosure (see Sections 7.3 and 7.4) and after the investigation is finalised. You can additionally refuse to answer questions during the investigation that you feel could reveal your identity.

If you make your disclosure anonymously and in accordance with this Section 4 of this policy, you will still be entitled to protection under the Corporations Act. However, if you wish to remain anonymous, we suggest that you maintain ongoing two-way communication with the Kogan Group Member and providing us with a means of contacting you

anonymously, so the Kogan Group Member can ask follow-up questions of you and provide feedback to you during the course of the investigation.

**Legislative note:** *Anonymous disclosures are still eligible under section 1317AAC of the Corporations Act.*

#### Additional contacts

Alternatively, at law you will still qualify for protection if you make your disclosure to any of the following:

- (a) an **officer** of a Kogan Group Member:  
*This includes a Director or Company Secretary.*
- (b) a **senior manager** of a Kogan Group Member:  
*This is a person within a Kogan Group Member that:*
  - (i) *makes or participates in making decisions that affect the whole, or a substantial part, of the business of a Kogan Group Member; or*
  - (ii) *has the capacity to significantly affect the financial standing of a Kogan Group Member.*
- (c) the Kogan Group Member's internal or external **auditor**, Simon Dubois, or a member of the audit team;
- (d) an **actuary** of a Kogan Group Member;
- (e) a **legal practitioner** for the purpose of obtaining legal advice or representation in relation to the operation of the Corporations Act:  
*This applies even if the legal practitioner subsequently concludes that the information does not relate to Reportable Conduct.*
- (f) the Australian Securities and Investments Commission (**ASIC**); and
- (g) the Australian Prudential Regulatory Authority (**APRA**).

In addition to the above, the Corporations Regulations may from time to time prescribe other Commonwealth authorities that fall within the above list. We will update this policy periodically to include such matters, however cannot guarantee it is up to date. You should obtain independent legal advice to determine whether the person or group you wish to disclose to falls within the whistleblower regime if you are considering making a disclosure under this policy.

**Legislative note:** *The above people constitute "eligible recipients" under section 1317AAC of the Corporations Act.*

#### **4.2 Ability to make disclosures to journalists or parliamentarians in certain circumstances**

Despite the above list, you may be able to make a disclosure to a journalist or parliamentarian that still qualifies for protection in certain discrete instances.

##### Public interest disclosures

To make a public interest disclosure you must meet all of the following criteria:

You must:

- (a) have previously made a disclosure to ASIC or APRA (or a prescribed Commonwealth authority), and at least 90 days have passed since that time;
- (b) not have reasonable grounds to believe that action is being, or has been, taken to address the matters to which the previous disclosure related;

- (c) have reasonable grounds to believe that making a further disclosure of the information would be in the public interest; and
- (d) before making your public interest disclosure, give a written notification to that same body referred to in part (a) containing sufficient information to identify the previous disclosure and stating that you intend to make a public interest disclosure.

You must subsequently make your disclosure either to:

- (a) a member of the Parliament of the Commonwealth, the Parliament of a State or the legislature of a Territory; or
- (b) a journalist (i.e. a person working in a professional capacity as a journalist for a newspaper, magazine, radio or television broadcasting service or commercial electronic service of a similar nature) (**Journalist**),

and must only disclose information to the extent necessary to inform the recipient of the misconduct, the improper state of affairs or other circumstances the subject of the disclosure.

**Legislative note:** See section 1317AAD(1) of the Corporations Act for more information on this provision.

#### Emergency disclosures

To make an emergency disclosure you must meet all of the following criteria:

You must:

- (a) have previously made a disclosure to ASIC or APRA (or a prescribed Commonwealth authority);
- (b) have reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of one or more persons or to the natural environment; and
- (c) give a written notification to that same body referred to in part (a) containing sufficient information to identify the previous disclosure and stating that you intend to make an emergency disclosure.

You must subsequently make your disclosure either to:

- (a) a member of the Parliament of the Commonwealth, the Parliament of a State or the legislature of a Territory; or
- (b) a journalist,

and must only disclose information to the extent necessary to inform the recipient of the misconduct or the substantial and imminent danger.

**Legislative note:** See section 1317AAD(2) of the Corporations Act for more information on this provision.

#### Suggestion to first obtain advice prior to making a public interest or emergency disclosure

We suggest that, before making a public interest disclosure or emergency disclosure, you contact Lisa Calderone or an independent legal adviser to ensure you understand the criteria for making this disclosure in a way that qualifies for protection under the Corporations Act.

# PART B – PROTECTION AND PROCESSES UNDER THE POLICY

## IMPORTANT NOTE

**THIS PART B ONLY APPLIES TO THOSE WHO QUALIFY FOR PROTECTION UNDER PART A OF THIS POLICY**

### Purpose of this Part

This Part B sets out the legal protections for those who qualify for protection under this policy under Part A, and the process via which their disclosure will be handled and investigated.

## 5 What protections are you entitled to if you make a disclosure?

---

There are four main protections for those who qualify for protection under this policy, which apply regardless of whether the disclosure under Part A was made internally or externally in accordance with the Corporations Act.

### 5.1 Protection of your identity (confidentiality)

#### General rule

The Kogan Group must protect the confidentiality of your identity and is committed to doing so.

No person can disclose the information contained in your disclosure, your identity, or any information likely to lead to your identification (where that information has been obtained directly or indirectly because of your disclosure). It is illegal to do so (unless one of the below exceptions applies).

#### Exceptions

Despite the above, a person or the Kogan Group can disclose the information contained in your disclosure, your identity or information likely to lead to your identification if any one of the following apply:

- (a) you consent to the disclosure;
- (b) the disclosure is made to the following recipients:
  - (i) Australian regulatory bodies (ASIC, APRA, a member of the Australian Federal Police), who may in turn pass the information on to a Commonwealth, State or Territory authority to help that authority perform its functions or duties; or
  - (ii) a legal practitioner for the purpose of obtaining legal advice or representation in relation to the operation of the Corporations Act; or
- (c) if the information disclosed:
  - (i) is not your identity;
  - (ii) is reasonably necessary for the purposes of investigating Reportable Conduct; and
  - (iii) all reasonable steps are taken to reduce the risk that you will be identified as a result of the information disclosed (eg by removing your name, position title and other identifying details before disclosing information, or by conducting a review of a broad subject matter or work area when

investigating a disclosure (rather than a focused review on the exact person implicated in your disclosure)).

In addition to the above, the Corporations Regulations may from time to time prescribe other entities to whom information can be disclosed as an exception to confidentiality.. We will update this policy periodically to include such entities, however cannot guarantee it is up to date. You should obtain legal advice to determine how your information could be used if you are considering making a disclosure under this policy.

**Legislative note:** See sections 1317AE and 1317AAE of the Corporations Act for further detail on this protection

## 5.2 Protection from detriment

No person can engage in or threaten to engage in conduct that causes you (or anyone else) detriment because (or partly because) they believe or suspect that you (or anyone else) made, may have made, propose to make or could make a disclosure under this policy.

Where a person engages in conduct causing detriment, the person must have intended to cause detriment. However, where a person threatens detriment, it is irrelevant whether they intended to cause you (or anyone else) to actually fear the threat would be carried out, or were simply reckless as to this effect.

A threat to cause detriment may be express, implied, conditional or unconditional, and it is irrelevant whether you (or the other person) actually fear the threat will be carried out.

### Examples of detrimental conduct:

For the purposes of this policy, detriment includes any of the following:

- dismissal of an employee
- injury of an employee in his or her employment
- alteration of an employee's position or duties to his or her disadvantage
- discrimination between an employee and other employees of the same employer
- 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, this does not prevent you from all forms of differential treatment, where there are alternative reasons behind that treatment. Kogan will seek to explain any reason for administrative or management actions that it considers to be non-detrimental conduct.

### Examples of non-detrimental conduct:

For the purposes of this policy, non-detrimental includes any of the following:

- administrative action that is reasonable to protect you from detriment (e.g. when the disclosure relates to wrongdoing in your immediate work area)
- managing your unsatisfactory work performance, if the action is in line with the Kogan Group's performance management framework

**Legislative note:** See section 1317AC and 1317ADA of the Corporations Act for further detail on this protection

### 5.3 Compensation

If you suffer loss, damage or injury because of a disclosure where the relevant Kogan Group Member failed to prevent a person from causing you detriment (considering factors such as whether the Kogan Group Member took reasonable precautions to avoid the detrimental conduct and had a policy in place to deal with such matters etc), you can go to court to seek compensation or other remedies (e.g. injunctions, apologies). We encourage you to seek independent legal advice before doing so.

**Legislative note:** See sections 1317AD and 1317AE of the Corporations Act for further detail on this protection

### 5.4 Protection from liability

You will be protected from civil, criminal and administrative liability relating to your disclosure. However, this protection will not grant you immunity for any misconduct you have engaged in that is revealed in your disclosure or for any action brought in relation to any false disclosure you make.

#### Examples:

For the purposes of this policy:

- civil liability may include, for example, legal actions to enforce a contract, or for breach of contract or confidentiality;
- criminal liability may include, for example, attempted prosecution for unlawful release of information; or
- administrative liability may include, for example, disciplinary action for making a disclosure.

**Legislative note:** See section 1317AB of the Corporations Act for further detail on this protection.

### 5.5 Separate protection in relation to tax matters

In addition to the protections available under the Corporations Act, disclosure of information by you may also qualify for protection under the Tax Act – see **Annexure A** for further information.

## 6 What will Kogan do to implement the support and practical protection to which you are entitled?

---

### 6.1 How does the Kogan Group protect your confidentiality?

This policy should be read in conjunction with the Kogan's Privacy Policy, which can be found on Kogan's website at [www.kogancorporate.com](http://www.kogancorporate.com).

To reduce the risk that you will be identified from the information contained in your disclosure, to the extent practicable (and to the extent that no exception to confidentiality exists):

- (a) all personal information or references to you witnessing an event will be redacted from documents relating to your disclosure;
- (b) you will be referred to in a gender-neutral context in documents relating to your disclosure;
- (c) where possible, you will be contacted to help identify certain aspects of your disclosure that could inadvertently identify you; and
- (d) disclosures will be handled and investigated by qualified team members.

To ensure it protects your confidentiality, from the time of initial receipt of your disclosure onwards, the Kogan Group:

- (a) has secure storage systems in place for all paper, electronic documents and other materials relating to disclosures;
- (b) ensures only those directly involved in managing and investigating the disclosure have access to information relating to that disclosure;
- (c) restricts access to your identity or information likely to lead to your identification to only those directly involved in handling and investigating that disclosure;
- (d) has secure printing and email systems in place so that communications and documents relating to the investigation of the disclosure are not sent to an email address or to a printer that can be accessed by other team members;
- (e) reminds all those involved in handling and investigating a disclosure to keep the identity of the discloser and the disclosure confidential, and that any unauthorised disclosure of a discloser's identity may be a criminal offence; and

Despite these measures, people may still be able to guess your identity if, for example, you told people you were considering making a disclosure, are one of few people who had access to the disclosed information or were previously told the disclosed information privately or in confidence.

## **6.2 How does the Kogan Group protect you from detriment?**

To protect you from detriment, the Kogan Group will:

- (a) ensure protection officers protect your welfare by:
  - (i) advising you as to your rights under this policy, and guide you in handling issues you face as a result of your disclosure whether from colleagues, your superiors or third parties external to the organisation;
  - (ii) promptly upon receiving your disclosure, assessing the risk of detriment to you, those who may also be suspected of having disclosed and those implicated by your disclosure (with the assistance of independent advisers as and when necessary); and
  - (iii) providing you with support and coping techniques (or procure that you are provided with these) if you are facing stress, time or performance impacts or other challenges resulting from your disclosure or its investigation;
- (b) make available internal support services or direct you to external bodies offering these services (e.g. legal, professional or counselling) in the event you require support in relation to a disclosure;
- (c) consider modifications to your working arrangements to protect you from risk of detriment (for example, we may entertain discussions about allowing you to perform your duties from another location, reassign you to another role at your existing level, modify your workplace or performance of duties, or reassign or relocate other team members also involved in the disclosure), noting that such

discussions and decisions will be subject to work needs and availabilities, and the practicality of such measures being put in place;

- (d) undertake ongoing training to ensure that members of management are aware of their responsibilities to maintain confidentiality of a disclosure, address the risks of isolation or harassment, manage conflicts and ensure fairness when managing your performance or taking other management action regarding you;
- (e) designate the Director of People and Culture as the person to whom you should lodge a complaint if you believe you have suffered detriment, who will then consider your complaint and, if satisfied it is of sufficient gravity, direct the matter to be investigated by a Kogan officer who is not involved in investigating disclosures. That officer will in turn report their findings to the Board; and
- (f) put in place processes to allow specific intervention in cases where a detriment has occurred either by imposing disciplinary action on the wrongdoer, or allowing you to take extended leave, develop an alternative career development plan (including by providing you with assistance in undertaking new training and career opportunities) or providing you with compensation or other remedies, noting that such discussions and decisions will be dependent on the gravity of the situation, work needs and availabilities, and the practicality of such measures being put in place.

### 6.3 Complaints

If you feel that the Kogan Group has breached your rights or that you have been subject to detriment you can contact the Chairman, CEO or CFO/COO, or alternatively lodge a complaint with a regulator (e.g. ASIC or APRA) for investigation.

## 7 How will the Kogan Group handle and investigate disclosures?

---

### 7.1 How will your disclosure be handled initially?

Where you have made a disclosure internally, the Disclosure Officer will (with your consent) acknowledge your disclosure within a reasonable period (provided you can be contacted, even via anonymous channels), and report your disclosure directly to:

- (a) **Protection officer:** Lisa Calderone, Director of People & Culture

The protection officer will promptly assess the risk of detriment to you, those who may also be suspected of having disclosed and those implicated by your disclosure (with the assistance of independent advisers as and when necessary).

The protection officer is then responsible for ensuring that the Kogan Group's mechanisms for protecting and safeguarding you (as outlined in this policy) and ensuring the integrity of the reporting system can commence as soon as possible following your disclosure.

The protection officer will report periodically to Kogan's Board.

- (b) **Investigation officers:** Bianka Christou, Finance Director

The investigation officer will, in the first instance, promptly conduct a preliminary review of your complaint to determine whether it is a disclosure that is protected by this policy (see Part A) and, if so, whether a formal, in-depth investigation will be required.

Kogan is committed to ensuring that the confidentiality of disclosures is maintained during the handling and investigation process, and will only communicate information relating to your disclosure with your consent or otherwise in accordance with its obligations of confidentiality.

## 7.2 How will your disclosure be investigated?

The process and timeframe involved in investigating your disclosure will vary depending upon the nature of the disclosure, however generally the steps involved in investigating a disclosure will be as follows (in order):

### (a) Scoping

If the investigation officer determine that an investigation is required (see Section 7.1(b)), it will then need to determine:

- (i) the nature and scope of the investigation required;
- (ii) who will lead the investigation, noting the investigation will generally be led by the investigation officer themselves, with assistance as and when required from internal resources (e.g. internal legal counsel and People & Culture team members);
- (iii) the nature of any technical, financial or legal advice that may be required to support the investigation, noting this will generally only be considered for disclosures indicating more severe wrongdoing; and
- (iv) the likely timeframe for the investigation.

The investigation officer may need to ask you further follow up questions or to conduct further initial research in order to determine this, but will endeavour to finalise this scoping process within 1 month.

If the disclosure, appears following this initial review or at any time thereafter, to relate to serious misconduct, the investigation officer should immediately notify the Board.

### (b) Engagement

If the investigation officer determines that it will need internal assistance or specialist technical, financial or legal advice it will then need to reach out to, and engage, such assistance. Depending on availability of suitable advisers, this engagement process could take around one month following finalisation of the scoping process.

### (c) Investigation

The investigation officer, along with any internal or external resources or advisers it has engaged to assist in the process, will investigate the disclosure to determine whether it reveals any misconduct, improper conduct, legal contravention, danger or risk.

Depending on the nature of the apparent wrongdoing, this may involve conducting interviews, undertaking research, collection and analysis of documentation and observation in order to determine this. In more severe cases it may even require involvement of external investigators to conduct a more thorough assessment of the situation.

The timeframe for this process will vary depending on a number of factors, particularly where the investigation officer is relying on the availability, timeliness or cooperation of third parties, however the investigation officer will use reasonable endeavours to finalise this processes within 6 months. Factors that may impact upon the timeframe for an investigation may include the:

- (i) the nature and gravity of the apparent wrongdoing you have disclosed;
- (ii) timeframes for the delivery of advice by the external advisers (if any);
- (iii) the availability of evidence;
- (iv) your cooperation, and the cooperation of other individuals who may have knowledge that can assist with the investigation; and

- (v) whether the disclosure subsequently uncovers further misconduct or wrongdoing that also requires investigation.

(d) Reporting

The investigation officer will report its findings and suggestions for rectifying any issues identified through the course of the investigation directly to the CFO, ensuring that it complies with the confidentiality protections (see Section 5.1).

The CFO will, in turn, report periodically to Kogan's Board (see Section 11).

(e) Assessment of findings

Following the investigation, the investigation officer may assess the findings from its investigation, consider whether any further legal or other technical advice is required in relation to the findings and plan the Kogan Group's approach to addressing or rectifying the issues that have been brought to light through the course of the investigation. The investigation officer will also consider whether the investigation has revealed any larger or systemic issue within the Kogan Group which will separately need to be resolved.

Again, depending on the severity of the wrongdoing or nature and scale of any additional issues brought to light via the investigation, and any delays in obtaining subsequent advice in relation to these findings, this process could take between one to two months.

The above timeframes are indicative only, and Kogan cannot guarantee that any of these timeframes will be met despite its reasonable efforts.

Kogan acknowledges that this process naturally contains some inherent limitations, for example:

- the natural risk of human error;
- reliance on availability of resources and third parties over which Kogan does not have control;
- Kogan may not be able to undertake an investigation if it is not able to contact you (e.g. where you have made your disclosure anonymously and refused or omitted to provide a means by which you can be contacted);
- Kogan will be restrained in most instances from disclosing information contained in your disclosure as part of its investigation without your consent (see Section 5).

### **7.3 How will you be kept informed about the investigation process?**

The investigation officer will provide you with updates on the status of your disclosure throughout the process, which at a minimum will involve:

- informing you when the investigation has begun;
- updating you on the status of the investigation once a quarter while the investigation is in process; and
- informing you when the investigation has been finalised.

These updates will be provided via email or in person. The frequency and nature of these updates will vary depending on the nature of the disclosure.

### **7.4 How will the investigation findings be documented, reported internally and communicated to you?**

Kogan (or the relevant protection officer and investigation officer) will keep appropriate records and documentation for each step throughout the disclosure handling and investigation process. This will include, for example, keeping file notes of conversations they have with you or others internal or external to the organisation relating to the disclosure, copies of advice received from external advisers and copies of documents that

provide evidence in support of (or contrary to) the allegations in your disclosure and retaining a record of the resulting findings and outcomes of the investigation.

The investigation officer will report its findings directly to the CFO, ensuring that it complies with the confidentiality protections (see Section 5).

## 7.5 Review of investigation findings

If you are not satisfied with the outcome of the investigation of your disclosure, in the first instance we encourage you to contact the CFO.

They (or their delegate, who must not be involved in handling and investigating disclosures) will assess your complaint and review the records and documentation compiled by the protection officer and investigation officer as part of the initial review to determine whether the investigation was properly conducted in the circumstances. This review process may take one to two months, however could take longer depending on the volume and nature of records and documentation to review.

The reviewer will report its findings directly to the Board, ensuring that they comply with the confidentiality protections (see Section 5).

Kogan may reopen an investigation, however is not obliged to do so and may conclude a review if the reviewer finds that the investigation was properly conducted, or that new information is either not available or would not change the findings of the investigation.

Alternatively, you can lodge a complaint with a regulator (e.g. ASIC, APRA or the ATO) if you are not satisfied with the outcome of the investigation of your disclosure.

## 8 How will the Kogan Group ensure the fair treatment of individuals mentioned in a disclosure?

---

The Kogan Group will ensure the fair treatment of its employees who are mentioned or implicated in a disclosure by:

- handling disclosures confidentially, where practical and appropriate in the circumstances;
- informing them of the fact they have been mentioned or implicated in a disclosure at the appropriate time (as and when required by the principles of natural justice and procedural fairness), which will depend on the circumstances of the disclosure and whether informing the employee early will compromise the effectiveness of any investigation (noting the employee will at least be notified prior to any adverse findings being made against them); and
- informing them of the outcome of the investigation (noting however that they will not be provided with a copy of the investigation report).

Further, each disclosure will be assessed and may be the subject of an investigation to determine whether there is enough evidence to substantiate or refute the matters reported. If and when an investigation is conducted, the process will be thorough, objective, fair and independent.

Any employees who require support in relation to a disclosure can access external support services (e.g. legal, professional or counselling).

**Legislative note:** See section 1317A(5)(e) of the Corporations Act for further detail on this requirement.

## PART C – GENERAL INFORMATION

### 9 How can you access this policy?

---

A copy of this policy is available externally on [www.kogancorporate.com](http://www.kogancorporate.com). A copy of the policy will additionally be included in all new-starter handbooks.

### 10 What training will be undertaken?

---

Kogan will conduct upfront and ongoing education and training for employees and officers regarding this policy and Kogan's whistleblowing processes and procedures. Additional targeted training will be conducted as and when there are any major changes to the procedures and processes underlying this policy.

This policy should be read in conjunction with Kogan's corporate governance statement and code of conduct which can be found on Kogan's website at [www.kogancorporate.com](http://www.kogancorporate.com).

### 11 How does Kogan monitor and report on the effectiveness of this policy?

---

Kogan is committed to monitoring the effectiveness of this policy and its accompanying processes and procedures.

Kogan's Disclosure Officer and CFO will submit reports to the Audit and Risk Committee on a periodic basis outlining, for each disclosure that has been made or investigated during the previous period (subject to protecting the identity of the discloser):

- the subject matter;
- the status;
- the type and status of person who made the disclosure (e.g. their capacity and whether they are currently employed or contracted by Kogan);
- the action taken;
- how the disclosure was finalised, and the timeframe in which this occurred; and
- the outcome of each disclosure,

or otherwise stating that no such disclosures were made or investigated.

### 12 How is this policy reviewed and updated?

---

Kogan is committed to reviewing and updating this policy, as well as Kogan's whistleblowing processes and procedures.

This policy and the procedures and processes underlying the policy will be reviewed by the Audit and Risk Committee (the **Review Officers**) every 2 years to ensure that they remain effective and meet both best practice standards and the needs of Kogan, and to determine whether any changes are required to the policy.

The Review Officers will then submit any proposed updates or amendments to this policy to the Board for approval.

Any necessary changes to rectify issues identified from the review will be implemented in a timely manner by the Review Officers.

Any updates to this policy will be made available externally on [www.kogancorporate.com](http://www.kogancorporate.com). You will be automatically bound by these changes upon them being posted online, so we encourage you to review this policy at regular intervals and in any event prior to making a

disclosure. For any major changes to procedures and processes underlying the policy, Kogan-wide email will be circulated notifying employees of the change.

## 13 Contact us

---

Employees seeking accurate and confidential advice or information about how this policy works, what this policy covers and how a disclosure might be handled should contact Lisa Calderone.

# Annexure A: Additional protection in relation to tax matters

## 14 Overview of eligibility

---

The Tax Act gives you special protection for disclosures about a breach of any Australian tax law by Kogan or misconduct in relation to Kogan's tax affairs where all of the following conditions are satisfied:

- (a) you are a person to whom the tax protections apply (noting this list of people is the same as that in Section 2);
- (b) you report the matter to a Disclosure Officer, a director, secretary or senior manager of Kogan, any Kogan external auditor (or member of that audit team), a registered tax agent or BAS agent who provides tax or BAS services to Kogan, any other team member or officer of Kogan who has functions or duties relating to tax affairs of Kogan (e.g. an internal accountant) (**Company Recipients**), the Commissioner of Taxation (**Commissioner**) or a lawyer for the purpose of obtaining legal advice or representation in relation to a report; and
- (c) if the disclosure is made to:
  - (i) a Company Recipient, you:
    - (A) have reasonable grounds to suspect that the information indicates misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of Kogan or an associate of Kogan; and
    - (B) consider that the information may assist the Company Recipient to perform functions or duties in relation to the tax affairs of Kogan or an associate of Kogan,
  - (ii) the Commissioner of Taxation, you consider that the information may assist the Commissioner to perform functions or duties in relation to the tax affairs of Kogan or an associate of Kogan.

## 15 What protections are available?

---

The protections given by the Tax Act when the above conditions are met are as follows:

- (a) protection from civil, criminal and administrative legal action relating to your disclosure;
- (b) protection from detriment (or threat of detriment) engaged in on the belief or suspicion that you have made, may have made, propose to make or could make a disclosure, and certain rights to compensation for damages caused by such detriment;
- (c) protection of your identity, except where:
  - (i) you consent to the disclosure;
  - (ii) the disclosure is only to the extent reasonably necessary for the effective investigation of the allegations raised in your disclosure;
  - (iii) the concern is reported to the Commissioner of Taxation or the Australian Federal Police; or
  - (iv) the concern is raised with a lawyer for the purpose of obtaining legal advice or representation,
- (d) where the disclosure was made to the Commissioner, non-admissibility of the reported information in criminal proceedings or in proceedings for the imposition of

a penalty (except where the proceeding relates to the veracity of the information);  
and

- (e) unless you have acted unreasonably, protection from any adverse costs-order in legal proceedings relating to the disclosure.