

Whistleblower Policy

Summary

At Sky News we are principled – we understand the importance of integrity and trust. We question and debate honestly and do what is right in every situation. The ethical conduct expected and required of everyone that works for the Company is set out in News Corp's Standards of Business Conduct and which encourages us to promptly raise concerns about any actual or potential violations of policies. This whistleblower policy has been implemented to:

- ensure you feel comfortable and are aware of avenues available to raise concerns and in particular in instances where you believe violations of laws, policies or standards have occurred that are disclosures protected under the Australian Whistleblower Laws;
- encourage reporting about such matters;
- inform you about the steps that we will take to investigate Whistleblower reports; and
- assure you that if you make or are perceived to have made a Whistleblower report you will be protected and supported.
- Terms used in this policy are defined in the Definitions section below.

Application of Policy

This policy applies to all directors, officers and employees of Australian News Channel (ANC or the **Company**) as defined in this policy. However, as set out in more detail in section 1.1, certain other persons may also report concerns to or in relation to ANC which may qualify for protection under the Whistleblower Laws and will be handled in accordance with the procedures set out in this policy.

Commencement and Changes to this Policy

This policy comes into effect on 1 January 2020. All sections apply immediately. Any changes to this Policy must be authorised by the ANC General Counsel. It does not form part of your contract of employment or override the terms of any contract of employment, award or registered agreement which might also apply to your employment with the Company. It may also be varied or rescinded from time to time.

Questions and additional information and feedback

If you have any questions or are in any doubt as to whether conduct would fall within scope of this policy, you should contact the ANC General Counsel. If you are considering making a Whistleblower report and would like to understand what protections are available or if you have received a report which you believe may be a Whistleblowing report and are unsure how to proceed you should contact the ANC General Counsel.

i Links/Related Information

Below are links to relevant documents, forms and external websites referred to in this policy:

- [News Corp Standards of Business Conduct](#)
- [ANC Equality in Employment Policy](#)
- [ANC Managing Performance & Misconduct Policy](#)
- [News Corp's Alertline: newscorp.alertline.com](#)

This policy is available to all directors, officers and employees on the ANC Workday Portal and ANC Server at <http://policies.skynews.net.au/> : 'Whistleblower policy.'

Definitions

Term	Definition
associate	An entity that is a member of the same corporate group as ANC, or if it has a certain degree of control over ANC.
ANC/the Company	Australian News Channel, also known as Sky News, an Australian entity 100% owned by NCA and ultimately by News Corporation. All references to the Company in this policy will be taken to refer to ANC (and any entity that is majority owned by ANC).
ASIC	Australian Securities and Investments Commission
disclosable matter	A matter to which the protections under the Whistleblower Laws apply, as set out in section 1.2 of this policy
eligible recipient	An individual who can receive a disclosure, as set out in section 1.4 of this policy.
improper state of affairs or circumstances	The phrase 'improper state of affairs or circumstances' is not defined in the Whistleblower Laws and is intentionally broad. An example is provided in section 1.1 of this policy.
misconduct	The term 'misconduct' is defined in s9 of the Whistleblower Laws to include 'fraud, negligence, default, breach of trust and breach of duty'.
NCA	News Corp Australia, an Australian entity 100% owned by News Corporation.
News Corporation/ News Corp	The holding company of ANC and all News Corp Australia companies (ASX: NWS).
Protected Disclosures	Any concerns you raise which may qualify for protection under the Whistleblower Laws, as set out in section 1.2 of this policy.

related body corporate	A body corporate that is a: <ul style="list-style-type: none"> • holding company of ANC; • subsidiary of ANC; or • subsidiary of a holding company of ANC
senior NCA executive	means the NCA Executive Chairman - News Corp Australasia (or, as relevant from time to time, the most senior executive of NCA), the NCA Chief Financial Officer (CFO), NCA Chief Operations Officer (COO) and all other direct reports to the NCA Executive Chairman current at the time a Whistleblower report is made (excluding the Executive Assistant to the NCA Executive Chairman).
SOBC	News Corp Standards of Business Conduct
tax affairs	Tax affairs means affairs relating to any tax imposed by or under, or assessed or collected under, a law administered by the Australian Commissioner of Taxation.
Whistleblower Laws	Means the whistleblower protections available under the Corporations Act 2001 (Cth) (the Corporations Act) and the Taxation Administration Act 1953 (Cth) (the Taxation Administration Act) (together, the Whistleblower Laws)
Whistleblower report	Means a report that contains information/details concerns addressing the matters set out in section 1.2 of this policy.

The detail

This policy is divided into four sections:

1. How to make a Whistleblower report
2. What protections are available to whistleblowers
3. How we investigate Whistleblower reports
4. How we ensure fair treatment for employees mentioned in whistleblower reports

1. HOW TO MAKE A WHISTLEBLOWER REPORT

1.1 Who can report concerns?

The following persons may report concerns that may be subject to protections available under the Whistleblower Laws:

- i. current or former officers or employees of the Company;
- ii. current or former suppliers, including their employees (which may include current or former third party suppliers of those suppliers);
- iii. current or former associates of the Company (including the directors and secretary of any ANC companies),

together the 'Company Individuals', and, in addition, a relative, dependant or a spouse of these Company Individuals.

1.2 What type of information should you report?

Everyone working for or on behalf of ANC already has an obligation to understand and follow the SOBC and to report potential concerns. You can do that by approaching an appropriate representative in Human Resources, Legal or Compliance Departments, and also by accessing ANC's outsourced whistleblower service, Alertline, a comprehensive and confidential reporting tool operated by Navex Global – see newscorp.alertline.com. With Alertline, you have the ability to file a confidential, anonymous report via either the telephone or the internet 24 hours a day, 7 days a week, 365 days a year. News Corp has contractual arrangements (which ANC has the benefit of) with Navex Global to ensure the confidentiality and security of your report.

In addition, depending on what your concerns are, you may have specific protections under the Whistleblower Laws. You will only qualify for protections under the Whistleblower Laws if you:

- i. make a report relating to a disclosable matter to an 'eligible recipient' (see section 1.4 below);
- ii. make a report to a legal practitioner to obtain legal advice or legal representation about the operation of the Whistleblower Laws (even in the event that the legal practitioner concludes that your report does not relate to a disclosable matter); or
- iii. have made an emergency disclosure or public interest disclosure (see section 1.4 below).

Reports that are protected under the Whistleblower Laws are referred to in this policy as 'Protected Disclosures'. If you have any questions about whether your report will be protected under the Whistleblower Laws, you should contact the ANC General Counsel.

Disclosable matters are matters in respect of which you have reasonable grounds to suspect:

- i. involve misconduct or an improper state of affairs in relation to the Company, or a related body corporate of the Company; including in relation to the tax affairs of the Company or an associate of the Company. For example, 'misconduct or an improper state of affairs or circumstances' may not involve unlawful conduct in relation to the entity or a related body corporate of the entity but may indicate a systemic issue that the relevant regulator should know about to properly perform its functions. It may also relate to business behaviour and practices that may cause consumer harm;
- ii. indicate that the Company, its officers or employees, have engaged in conduct that is an offence against certain laws; and/or
- iii. represent a danger to the public or the financial system.

Disclosures which are not about these matters to eligible recipients will not qualify for protection under the Whistleblower Laws. You can still qualify for protections under the Whistleblower Laws even if a report turns out to be incorrect.

Examples of disclosable matters include those set out in the SOBC:

- i. offer, give, solicit or accept a bribe;
- ii. financial irregularities;
- iii. fraud, misuse or misapplication of the Company's resources or assets;
- iv. failure to comply with, or breach of, legal or regulatory requirements; and
- v. 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.

As set out in our Equality in Employment Policy, we aim to provide a safe and healthy work environment where everybody is treated fairly, with dignity and respect. You should not make a report that contains abusive or threatening language, hate-speech or comments that vilify a particular group on the basis of race, religion or sexual orientation unless the use of such language is the subject of your report.

1.3 Personal work-related grievances

This policy does not apply to, and you will not receive protection under the Whistleblower Laws in relation to, personal work-related grievances you raise. A personal work-related grievance is a grievance about a matter in relation to your employment, or former employment which has implications for you personally. Examples of personal work-related grievances may include interpersonal conflicts between you and another employee; transfer or promotion decisions and

disciplinary decisions. If you would like to raise a personal work-related grievance, you should refer to the SOBC, or our Equality in Employment Policy.

However, if the personal work-related grievance is about victimisation and detriment suffered by you because you have made, you proposed to make or someone suspected that you had or could make a Whistleblower report then this policy applies and your disclosure may be protected under the Whistleblower Laws. This policy may also apply to certain personal work-related grievances that do not relate to you as the discloser, but that are likely to have significant implications for ANC.

Victimisation and detriment suffered as a result of you having made a Whistleblower report are discussed in section 2.1 of this policy.

1.4 How do you report your concerns?

If you want to report any concerns that may qualify you for protection as a whistleblower under the Whistleblower Laws you need to make a disclosure directly to one of ANC's eligible recipients, whose role is to receive Protected Disclosures. If you are reporting in writing, we encourage you to mark it as confidential and use the words 'Whistleblower report' to assist eligible recipients with identifying potentially protected reports. Such concerns can be reported in person, by phone, by email or otherwise in writing to any of the following eligible recipients:

Reporting to persons within the Company and NCA ('internal eligible recipients')

- i. ANC CEO/Senior Executive;
- ii. ANC CFO;
- iii. ANC General Counsel;
- iv. ANC General Manager HR;
- v. NCA Chief General Counsel;
- vi. NCA General Counsel;
- vii. NCA Group Director Human Resources;
- viii. NCA Director Internal Audit;
- ix. a senior NCA executive;
- x. ANC's directors and secretaries if not currently a senior NCA executive;
- xi. the News Corp Group Chief Compliance Officer – Asia Pacific; or
- xii. for concerns relating to ANC's tax affairs the NCA Head of Tax; NCA Finance Director, Corporate are also eligible recipients.

The phone numbers and emails for each of the individuals (i – iv) can be found on the ANC Workday Portal and each of the individuals (v-xii) can be found at <https://wearenews.news.net.au/AboutUs/OurPeople/Pages/default.aspx>. If you are unable to access the ANC intranet site, you may call +61 2 9886 8009 and ask to speak to one of these individuals or send an email to gcco.compliance@news.com.au.

Reporting through News Corp's Alertline ('Company-authorised eligible recipient')

Alternatively, if you do not feel comfortable making a Whistleblower report to the internal eligible recipients, you are welcome to report your concerns via Alertline. The report you provide will be entered directly onto a secure server which is designed to protect your identity, should you wish to make that report anonymously. Alertline is contractually committed not to pursue a reporter's identity. If you do choose to share your identity when making a report through Alertline, it will be kept confidential in accordance with section 1.5 below. However, note that information in the report other than your identity could lead to your identification to the persons who are assisting with the investigation of your concerns because it is necessary for the purpose of the investigation. We will take all reasonable steps to minimise the risk that you will be identified in these circumstances.

Alertline reports are made available only to specific authorised individuals within the Company who are charged with evaluating the report, based on the type of concern. Those individuals will promptly review and determine whether to investigate the report. As at the date of this policy, Alertline reports are sent to News Corp's General Counsel and Chief Compliance Officer; Deputy General Counsel; GCCO, North America; and News Corp's Head of Internal Audit, each of whom has had training in keeping these reports in the utmost confidence. Depending on the seriousness and scope of the report and whether there are any potential conflicts of interest, the report will then be assigned in accordance with section 3.1 of this policy. All Alertline reports relating to the Company will also be shared with the News Corp Group Chief Compliance Officer – Asia Pacific. The Alertline system and News Corp protocols for report distribution are designed so that implicated parties are not notified or granted access to reports in which they have been named.

As set out in section 1.2 of this policy, you can access the Alertline service by filing a confidential, anonymous report via either the telephone or the internet 24 hours a day, 7 days a week, 365 days a year, with instructions set out newscorp.alertline.com. After you complete your report you will be assigned a unique code called a 'report key'. Write down your report key and password and keep them in a safe place. After 5-6 business days, use your report key and password to check your report for feedback or questions.

Other Reporting Avenues ('external eligible recipients')

Outside of the Company, you may also make a report in person, by phone or in writing to any of the following persons and qualify for protection under the Whistleblower Laws:

- i. the Company's auditors (or members of an audit team conducting an audit of the Company's businesses);
- ii. if your concern relates to tax affairs, to the Company's Tax Agent or BAS Agent;
- iii. in certain circumstances:
 - you may make a report directly to a regulator, such as ASIC, or other external bodies; and,
 - for tax matters, to the Commissioner of Taxation.

ASIC does provide guidance, such as ASIC Information Sheet How ASIC handles whistleblower reports (INFO 239), however, not every matter brought to ASIC's attention requires ASIC to take regulatory action. ASIC may conclude that another regulator or law enforcement agency can best respond to your concerns. In these circumstances, ASIC will encourage you to raise your concerns with the other regulator or law enforcement agency directly. ASIC may also refer your report to another regulator or law enforcement agency themselves.

- iv. For matters reported to ASIC, and in certain circumstances, if it is a matter of:
- public interest (where you do not have reasonable grounds to believe that action is being, or has been taken, in relation to your disclosure and that making a further disclosure of the information is in the public interest); or
 - there is an emergency (such as substantial and imminent danger to the health or safety of one or more persons),
- the Whistleblower Laws provide that you may also make a Whistleblower report to a journalist or a member of Parliament. It is important that you understand the criteria for making a public interest or emergency disclosure. A disclosure must have previously been made to a regulator, such as ASIC, and written notice provided to the regulator. In the case of a public interest disclosure, at least 90 days must have passed since the previous disclosure to the regulator. You should contact an independent legal adviser before making a public interest disclosure or an emergency disclosure.

1.5 Confidentiality and anonymity

If you report your concerns, your identity, any other information which could identify you and the details of your report will be handled confidentially. If your report is a Protected Disclosure, the person who receives your report (whether internal or external) is legally obliged to keep your identity confidential unless certain exceptions apply (for example, if you consent to your identity being disclosed; or if the eligible recipient needs to seek advice from a legal practitioner about the Whistleblower Laws). Specifically, it is illegal for a person to identify you, or disclose information that is likely to lead to your identification. When you make a report, our eligible recipients will confirm with you whether you consent to your identity being disclosed and, if so, how and to whom they may wish to disclose it. This is because, in some cases, our eligible recipients may be better able to support you and/or investigate the matter if you consent to your identity being disclosed.

You may also choose to report your concerns anonymously and to remain anonymous during the course of and after any investigation that results from your report. Anonymous reports will still qualify for protection under the Whistleblower Laws. However, if you make an anonymous Whistleblower report, it may limit our ability to investigate the report. For example, we may not be able to clarify essential information about your report if we cannot contact you.

While your identity will not be disclosed to any person unless you provide your consent; or the concern is reported to ASIC, APRA or the Australian Federal Police; or the concern needs to be raised with a lawyer for the purpose of obtaining legal advice or representation in relation to the operation of the Whistleblower Laws, the Whistleblower Laws permit disclosure of your identity to the extent reasonably necessary for investigating the issues raised in the disclosure.

However, when investigating your concerns, an eligible recipient may only need to disclose information other than your identity that could lead to your identification to the persons who are assisting with the investigation because it is necessary for the purpose of the investigation. The eligible recipient will take all reasonable steps to minimise the risk that you will be identified in these circumstances.

Some of the mechanisms that we use to protect the confidentiality of a whistleblower's identity include:

- i. reports will be handled and investigated by qualified staff;
- ii. all paper and electronic documents and other materials relating to reports will be stored securely;
- iii. access to all information relating to a report will be limited to those directly involved in managing and investigating the report;
- iv. only a restricted number of people who are directly involved in handling and investigating a report will be made aware of your identity (subject to your consent or other exceptions) or information that is likely to lead to your identification;
- v. communications and documents relating to the investigation of a report will not to be sent to an email address that can be accessed by other staff; and
- vi. each person who is involved in handling and investigating a report will be reminded about the confidentiality requirements, including that an unauthorised disclosure of your identity may be a criminal offence.

2 WHAT PROTECTIONS ARE AVAILABLE TO WHISTLEBLOWERS?

We appreciate that you may be worried about personal or professional impacts if you make a Whistleblower report. For this reason, it is important that you feel that you can raise your concerns safely, and without fear of reprisal or detriment.

We do not tolerate any form of victimisation, punishment, disciplinary or retaliatory action against any individual because they made, may make, propose to make or could make a Whistleblower report. Any employee who engages in this kind of behaviour may be subject to disciplinary action.

In certain circumstances, there are also protections available to you under the Whistleblower Laws. These protections apply to disclosures made to any eligible recipients, as set out in section 1.4 of this policy.

2.1 Protection from victimization

If you make a Protected Disclosure, you are protected from victimisation. Victimisation is where a person (the victimiser) causes detriment to you because they think that you made, may have made, propose to make, or could make a Whistleblower report and that belief or suspicion is or forms part of the reasons for the victimising conduct.

Victimising conduct also includes threats (express or implied, conditional or unconditional) to cause detriment.

'Detriment' may come in many forms and includes (but is not limited to) dismissal; harassment or intimidation; and altering your employment status to your disadvantage.

We consider victimisation to be misconduct and take any behaviour of this kind seriously. If you feel that you have been victimised because of concerns that you have raised, or if you become aware that someone else has been victimised because of concerns that they have raised, you should report it immediately to the ANC General Counsel; ANC General Manager Human Resources; NCA Director Internal Audit; or the News Corp Group Chief Compliance Officer - Asia Pacific.

Our Equality in Employment Policy confirms that victimisation is unlawful and will not be tolerated by ANC under any circumstances; and sets out additional processes for you to raise any grievance or concerns that you have been victimised. To address the risk of victimising conduct that may cause detriment, we provide support and protection including the following:

- i. support services (including counselling detailed in section 2.5 below or other professional or legal services) that are readily available to you;
- ii. strategies to help you minimise and manage stress, time or performance impacts, or other challenges resulting from a report or its investigation;
- iii. actions to protect you from risk of detriment—for example, we could allow you to perform your duties from another location; and/or
- iv. processes for ensuring that management are aware of their responsibilities to maintain the confidentiality of a report, address the risks of isolation or harassment, manage conflicts, and ensure fairness when managing your performance, or taking other management action.

2.2 Penalties and prosecutions

There are also penalties and the potential for criminal prosecution under the Whistleblowing Laws for those who engage in victimising conduct.

2.3 Immunity from law suit

Whistleblowers who make a Protected Disclosure cannot be subject to any civil, criminal or administrative liability for making a Whistleblower report and no

contractual or other remedy may be enforced or right exercised against a whistleblower on the basis of the report.

If the Protected Disclosure is made to ASIC or the Commissioner of Taxation (or other prescribed regulators under the Whistleblower Laws) or is an emergency disclosure, the information contained in the report cannot be admissible in evidence against the reporter in criminal proceedings or in proceedings for the imposition of a penalty, other than proceedings concerning the falsity of the information.

2.4 Compensation and other court orders

Where a victimiser has caused detriment to a whistleblower who has made a Protected Disclosure, there are broad powers under the Whistleblowing Laws to seek remedies through the courts if:

- i. the whistleblower suffers loss, damage or injury because of a disclosure; and
- ii. the Company failed to take reasonable precautions and exercise due diligence to prevent the victimising conduct.

It is possible for the court to make orders that:

- a victimiser, or an employee or officer of a body corporate who was involved in the victimisation of a person by the body corporate pay compensation to the individual for loss, damage or injury;
- an injunction be made preventing, stopping or remedying the effects of the victimising conduct;
- employment be reinstated in circumstances where the person was dismissed as part of the victimising conduct; or
- exemplary damages be awarded.

2.5 Other assistance that we offer

We can offer you the assistance of a member of our Human Resources team or we would be happy to discuss who might be an appropriate person to provide you with that support at the time you make a Whistleblower report.

You may also contact our Employee Assistance Program (EAP) at any time on 1800 959 956 or mysupport.cfch.com.au. The EAP is available 24/7 and provides you access to a professional service providing counselling and assistance to help you deal with both work and personal issues.

3 HOW WE INVESTIGATE WHISTLEBLOWER REPORTS

3.1 Investigating Whistleblower reports

We take Whistleblower reports seriously and will do all things reasonable and necessary to investigate Whistleblower reports made under this policy:

- i. We will acknowledge receiving the report, by notifying you that we have received the report. We will endeavour to do this within two business days of receiving your report
- ii. The eligible recipient to whom you have made the report will promptly advise the ANC General Counsel and ANC General Manager Human Resources.
- iii. If possible, with the information provided in the Whistleblower report, we will make enquiries about the conduct raised in a way that does not jeopardise the confidentiality of the report or lead to your identification.
- iv. If we need to gather additional information to determine whether or not a violation has occurred we may need to determine whether it is appropriate to retain external professionals such as legal practitioners, investigators, and/or accountants. Relevant factors to consider include, but are not limited to: (1) whether internal resources are sufficient to carry out all of the necessary tasks, and (2) whether the use of internal personnel might result in a conflict of interest or create the appearance of a conflict of interest.
- v. Investigations will be carried out under the management of the ANC General Counsel and ANC General Manager Human Resources.
- vi. If it is not possible to carry out an investigation based on the information provided in the Whistleblower report, to the extent possible, we will initiate a conversation with you about obtaining further information.
- vii. After our initial acknowledgment of receiving your report, to the extent appropriate and where it is possible to contact you, we will provide an update at least every 30 days however, this timeframe may change, depending on the nature of the report and investigation.
- viii. Following conclusion of the investigation, it may not be possible to provide you with all details of the outcome of the investigation in some circumstances, for example, where an investigation has resulted in disciplinary action for other employees. If you have made an anonymous report, we will maintain your anonymity when providing updates.

3.2 Reporting on Whistleblower reports

The ANC General Counsel will, while preserving confidentiality, retain all documentation, recording the Whistleblower report and the actions taken in response, including the outcome of any investigation. The ANC General Counsel shall report to the ANC board, at least annually, on the effectiveness of this policy, which may include statistics on the total number and type of reports received, avenues through which reports made, and other details such as actions, outcomes, remediation efforts implemented (ensuring these are not likely to lead to the identification of a discloser); and provide assurance that ANC remains in compliance with the Whistleblower Laws.

4 HOW WE ENSURE FAIR TREATMENT

4.1 Fair treatment to employees identified in whistleblower reports

Any person related to the Company may be investigated as a result of a Whistleblower report. Investigations may occur without the knowledge of the people identified in the report, either to keep the identity of the reporter confidential or to prevent people from suffering detriment as a result of the report.

If, as a result of our investigation, we identify an issue which indicates that an individual has engaged in misconduct, we will give the individual(s) concerned an opportunity to be heard and for us to ask further questions about the matter before any further steps are taken, including any disciplinary action. We have developed the following measures to ensure that these individuals are treated fairly:

- i. disclosures will be handled confidentially to the extent possible;
- ii. each report will be assessed and may be the subject of an investigation;
- iii. the objective of an investigation is to determine whether there is enough evidence to substantiate or refute the matters reported;
- iv. when an investigation needs to be undertaken, the process will be objective, fair and independent;
- v. an ANC person who is the subject of a report may be advised about the subject matter of the disclosure as and when required by principles of natural justice and procedural fairness; and
- vi. an ANC person who is made aware they are the subject of a disclosure may contact the EAP.

See our [Misconduct Policy](#) for further detail about our disciplinary process. We will provide appropriate training as required on the matters addressed in this policy and your rights and obligations under it. All employees who may receive Whistleblower reports will also receive training on how to respond to them.

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Prepared by:	Jane Summerhayes ANC General Counsel
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