

Group Whistleblower Policy

Purpose and scope

At CBA, our Code of Conduct emphasises the importance of speaking up as a critical component of our values expectations. The Group is committed to fostering a culture where you feel safe and are encouraged to speak up on matters or conduct that concern you. This could be anything from serious misconduct to observing something that does not feel quite right. The Group will support you throughout raising a concern through the SpeakUP Program and does not tolerate any form of retaliation or victimisation as a result of you speaking up in accordance with this policy.

This policy aims to provide clarity on how the Group supports you so that you:

- are encouraged to express your concerns;
- know how to express your concerns;
- know what will happen when you express your concerns; and
- feel safe in expressing your concerns.

This policy applies to the Group, Directors, Employees and Whistleblowers, but it does not apply to Customers. This policy will be made available on the Group's intranet and website.

For those parts of the Group that are impacted by foreign or local laws, regulatory requirements or contractual obligations that conflict with this policy, the more stringent standard applies. Refer to Appendix B for requirements applicable to the United Kingdom.

This policy does not form part of any contract of employment or any industrial instrument.

Policy statement

This policy requires that all disclosures of Reportable Conduct are protected, assessed, investigated and reported in accordance with the requirements of this policy.

Policy requirements

Making the disclosure

This policy applies where you make a disclosure of Reportable Conduct to:

- the Group's SpeakUP service; or
- a Senior Leader; or
- the Whistleblower Protection Officer,

details of which are in Appendix A.

Disclosures can also be made to a Director of the CBA Board or a relevant Subsidiary, a Group Internal Auditor or Actuary.

Reportable Conduct means any conduct in relation to the Group that includes:

- dishonest;
- fraudulent;
- corrupt;
- illegal;
- unethical;
- in breach of internal policy (including the Code of Conduct);
- misconduct or an improper state of affairs in relation to a Group company;

- a danger, or represents a danger, to the public or financial system; or
- is otherwise a breach of law.

Reportable Conduct will not include disclosures determined by the SpeakUP Program to fall outside the scope of this policy. Refer to the “Assessment of a disclosure” section below.

(Personal work-related grievances)

Reportable Conduct does not include personal work-related grievances. These are generally grievances relating to a Staff Member’s current or former employment or engagement (or that of their relative or dependent who is a Staff Member) that have implications for that person personally, and that do not have broader implications for the Group. For example, an interpersonal conflict between Staff Members, or a decision relating to employment or engagement, such as a remuneration, transfer, promotion or disciplinary action of a Staff Member.

If, however, the grievance has broader implications for the Group, or relates to conduct that has been taken against a person because they made a disclosure under this policy, it may still amount to Reportable Conduct.

(Anonymity)

When making a disclosure, you may do so anonymously. You can continue to remain anonymous over the course of any investigation and after the investigation has been finalised. Whilst you are encouraged to share your identity when making a disclosure, as it may make it easier for the Group to address your disclosure, you are not required to do so. If you do not share your identity, the Group will assess your disclosure in the same way as if you had revealed your identity. However, there may be some practical limitations in conducting the investigation if you do not share your identity, for example, should further information be required the Group will be unable to contact you.

If an anonymous disclosure is made through the SpeakUP service, you will receive a unique reference. You can then contact the SpeakUP service to provide further information or request an update at any time.

Assessment of a disclosure

(Review of the disclosure)

You will receive an acknowledgement of your disclosure where the Group is able to contact you.

The SpeakUP Program will assess whether a disclosure falls within the intended scope of this policy. The SpeakUP Program has the discretion to determine that a disclosure will not be dealt with under this policy, provided that the disclosure does not fall within the scope of applicable whistleblower legislation.

All qualifying Whistleblower Disclosures will be referred to a Whistleblower Investigation Officer.

Protections

(Confidentiality)

All information received from you will be treated confidentially and sensitively.

If you make a disclosure, your identity (or any information which would be likely to identify you) will only be shared if:

- you give your consent to share that information; or
- the disclosure is allowed or required by law (for example, disclosure to a lawyer to get legal advice relating to the law on whistleblowing).

In addition, in the case of information likely to identify you, if it is reasonably necessary to share the information for the purposes of an investigation, all reasonable steps will be taken to reduce the risk that you will be identified.

Further, the non-identifying content of your disclosure may need to be shared in order to report a matter of significance to the Group's governance bodies, including the CBA Board, Audit Committee and MGC.

(Protecting confidentiality)

The Group will take reasonable measures to protect your identity and any information within a disclosure likely to identify you, which may include but not limited to:

- limiting access of all information to those directly involved in managing and investigating the disclosure;
- securely storing all paper and electronic documents and other materials relating to the disclosure;
- using a pseudonym to refer to you and the disclosure; and
- providing training and awareness about the confidentiality requirements and consequences of breaching confidentiality to those involved in handling and investigating disclosures.

While reasonable measures will be taken to protect your identity it is important to note that in practice, others may still be able to identify you if:

- you have previously discussed your intention to make a disclosure with others;
- you are one of a limited number of persons with access to the information provided in the disclosure; or
- your disclosure relates to information that has previously been told to you in confidence.

(Role of the Whistleblower Protection Officer)

You will have access to the assistance of the Whistleblower Protection Officer as provided in this policy. The Whistleblower Protection Officer's role is to:

- assess and monitor any risks of Detrimental Conduct and take the necessary steps to protect you from those risks;
- assist you in maintaining your wellbeing, which may include providing strategies to minimise and manage stress resulting from making the disclosure or referring you to counselling and/or other professional services as appropriate;
- maintain your confidentiality, where relevant, including as required by law;
- review and consider any complaints of Detrimental Conduct or any concern that your disclosure has not been dealt with in accordance with this policy; and
- escalate any matter the Whistleblower Protection Officer considers appropriate to the MGC or other Group governance body, as appropriate.

(Detrimental Conduct prohibited)

The Group strictly prohibits all forms of Detrimental Conduct against you. Detrimental Conduct means any actual or threatened conduct that could cause a detriment to you as a result of you making a disclosure, including:

- termination of employment;
- harassment, bullying or intimidation;
- personal or financial disadvantage;
- unlawful discrimination;
- harm or injury, including psychological harm;
- damage to reputation; or
- any other conduct that constitutes retaliation.

Not all conduct will amount to Detrimental Conduct such as managing poor work performance in line with the Group's performance management procedures.

The Group will take all reasonable steps to protect you from Detrimental Conduct and will take action it considers appropriate where such conduct is identified.

The Group also strictly prohibits all forms of Detrimental Conduct against people who are involved in an investigation of a Whistleblower Disclosure in response to their involvement in that investigation.

(Additional protections)

Some laws provide additional protections and remedies for certain disclosures by people who make them in accordance with the provisions of that legislation. These protections are designed to encourage people to disclose unlawful, improper or unethical behaviour to relevant parties.

You will not be subject to any civil, criminal or administrative liability for making a Whistleblower Disclosure. No contractual or other remedy may be enforced or exercised against you on the basis of the Whistleblower Disclosure.

Relevant laws can be found within the 'Relevant Documents' section of this policy.

Investigation

(Review of the Allegations)

The Whistleblower Investigation Officer will carry out a preliminary review of the Whistleblower Disclosure and will decide whether the Allegations raised should be investigated. Whilst not all Whistleblower Disclosures will necessarily lead to an investigation, they will be assessed and a decision made as to whether they should be investigated. For example, the Whistleblower Investigation Officer may decide that the Allegations were investigated previously and that a new investigation will not be undertaken.

The Group's response to a Whistleblower Disclosure will vary depending on its nature (including the amount of information provided). The Whistleblower Investigation Officer will advise you of the decision whether to investigate, unless the Whistleblower Investigation Officer has no means to contact you.

If the Whistleblower Investigation Officer decides that the Allegations will be investigated, the Whistleblower Investigation Officer will conduct or commission an investigation.

(Investigation process)

Investigations will follow an objective and fair process, be conducted in as timely a manner as the circumstances allow and be independent of the person(s) about whom an Allegation has been made. The Whistleblower Investigation Officer will, as appropriate, provide you with feedback on the progress throughout the investigation and expected timeframes of the investigation. Investigation timeframes will vary on a case by case basis. Provided there are no restrictions or other reasonable bases for doing so, persons against whom an Allegation has been made will be informed of the Allegation and will have an opportunity to respond to any Allegation.

(Investigation findings)

The investigation may conclude with a report from the Whistleblower Investigation Officer or other investigator. The report will include findings on the Allegations and a summary of the evidence on which the findings are based.

To the extent permitted under applicable laws, the Whistleblower Investigation Officer may inform you and/or a person against whom Allegations have been made by you of the findings. Any report will remain the property of the Group and will not be shared with you or any person against whom Allegations have been made.

Support

(Support available)

If you are a current or former Employee (or an immediate family member thereof), you may access the Group's confidential counselling service, MyCoach. Current and former Employees may also request additional support from the Whistleblower Protection Officer if required.

The Group will endeavour to support you, but it will not be able to provide the same practical support to non-Employees that it provides to current Employees. Therefore, the processes in this policy will be adapted and applied to the extent reasonably possible.

The Group will at all times be able to raise and address with you matters that arise in the ordinary course of your employment or contractual relationship (for example, any separate performance or misconduct concerns).

The Group may, at its discretion, grant you immunity from internal disciplinary proceedings relating to matters that come to light as a result of your disclosure.

Escalations

(Escalations to the Whistleblower Protection Officer)

You should immediately inform the Whistleblower Protection Officer if you are concerned that:

- you may be, are being, or have been subjected to Detrimental Conduct; or
- your disclosure has not been dealt with in accordance with this policy, including any assessment made by the SpeakUP Program.

The Whistleblower Protection Officer will consider the concerns you have raised and, if appropriate, may take such action as the Whistleblower Protection Officer considers appropriate. Although, the Whistleblower Protection Officer may not be able to take action if you wish to remain anonymous.

(Escalations to the MGC or other appropriate Group governance committee)

You may escalate your concern directly to the Chair of the MGC or other appropriate Group governance committee, if you consider that:

- the Whistleblower Protection Officer has not adequately resolved a complaint regarding Detrimental Conduct; or
- the policy has not been followed by the Group.

You may request that the Whistleblower Protection Officer escalate your concerns to the MGC or other appropriate Group governance committee, if you are not satisfied with the:

- findings of the investigation; or
- decision of the Whistleblower Investigation Officer not to conduct an investigation.

If you make such a request, you may provide the Whistleblower Protection Officer with a written submission to be sent to the MGC or other appropriate Group governance committee setting out your concern. When considering the request, governance committees are not required to reopen or reinvestigate the matter.

Reporting to regulators and other external parties

Nothing in this policy is intended to restrict you making a Whistleblower Disclosure to, providing information to, or communicating with a government agency, law enforcement body or a regulator (i.e. ASIC, APRA or the ATO in Australia), in accordance with any relevant law, regulation or prudential standard applicable in a jurisdiction in which the Group operates. Nor does this policy restrict you from seeking independent legal advice before or after making a disclosure or during the investigation process.

Whistleblower Disclosures can also be made to:

- a legal practitioner, where the disclosure is for the purpose of obtaining legal advice or legal representation in relation to the making of a Whistleblower Disclosure; and
- journalists and members of the Commonwealth, state or territory parliaments where you have previously made a disclosure to ASIC or APRA in writing and in accordance with the required timeframes and relevant law.

Disclosures of Reportable Conduct to a regulator or other external party may still qualify for protections.

Reasonable basis for making the disclosure

When making a disclosure, you will be expected to have reasonable grounds to suspect the information you are disclosing is true. You will not be penalised and can still qualify for protections even if the information turns out to be incorrect. However, you must not make a report you know is not true, or is misleading. Where it is found that you knowingly made a false report, this may be a breach of the Code of Conduct and will be considered a serious matter that may result in disciplinary action. There may also be legal consequences if you make a knowingly false report.

SpeakUP Program alternate

For the purpose of this policy, the MGC will play the role of the SpeakUP Program if a disclosure relates to an Employee in the SpeakUP Program or Group Investigations (or their respective reporting lines).

Accountabilities

This policy has five principal roles. Their accountabilities are set out in the following table.

If you are	You are accountable for
the MGC (including its members individually) or a member of another appropriate Group governance committee	<ul style="list-style-type: none"> • Championing the Whistleblower program and overseeing the implementation and effectiveness of the program.
<p>the Whistleblower Investigation Officer, being :</p> <ul style="list-style-type: none"> • the Head of Group Investigations & SpeakUP; • the Executive Manager, SpeakUP Resolutions; • Group Services Legal or external lawyers (as applicable); or • any other Staff Member determined by the SpeakUP Program to be appropriately skilled to investigate the disclosure. <p>Except in exceptional circumstances, in order to protect the Whistleblower, a person who is appointed a Whistleblower Protection Officer cannot be appointed a Whistleblower Investigation Officer in relation to the same matter.</p>	<ul style="list-style-type: none"> • Determine whether Allegations raised should be investigated and commission an investigation as required. • Follow an objective and fair process, conduct the investigation in a timely manner and be independent of the person(s) about whom an Allegation has been made. • Provide ongoing feedback on the progress and timeframes of the investigation to the Whistleblower, as appropriate. • To the extent permitted, inform the Whistleblower and/or person(s) against whom Allegations have been made of the investigation findings.
the Whistleblower Protection Officer , being a senior executive, currently the	<ul style="list-style-type: none"> • Assess and monitor any risks of Detrimental Conduct.

General Manager, HR Strategy Transformation and Advisory (or delegate).	<ul style="list-style-type: none"> Assist in maintaining the wellbeing of the Whistleblower including protecting confidentiality. Review and consider any complaints of Detrimental Conduct. Escalate matters as appropriate to the MGC or other appropriate Group governance committee.
the Whistleblower Reporting Officer , being the Executive General Manager, Group Mergers & Acquisitions, Investigations & BEAR (or delegate).	<ul style="list-style-type: none"> Overseeing the SpeakUP Program and triage/assessment of Whistleblower Disclosures. Overseeing the SpeakUP Program's reporting requirements to the CBA Board, Audit Committee and appropriate Group governance committees. Overseeing management of a secured central repository for recording of Whistleblower Disclosures.
the SpeakUP, Senior Manager	<ul style="list-style-type: none"> Managing the SpeakUP Program. Co-ordinating a Whistleblower training program for eligible recipients, service providers and Staff Members involved in managing and investigating Whistleblower Disclosures. Monitoring and assessing the effectiveness of the SpeakUP service.

Compliance statement

This policy forms part of the SpeakUP Program and has been developed having regard to the whistleblower compliance obligations with which CBA must comply, including the *Corporations Act 2001 (Cth)*, *ASIC Regulatory Guide 270 Whistleblower policies*, the *ASX Corporate Governance Principles and Recommendations, 4th Edition* and equivalent legislation in other jurisdictions. This policy has also been developed having regard to the *ABA Guiding Principles – Improving Protections for Whistleblowers*.

Breach of policy

Consequences	Breach of this policy may be regarded as misconduct, which may lead to disciplinary action (including termination of employment or engagement). An individual may also be exposed to criminal or civil liability for a breach of relevant legislation.
Escalation	Any alleged breach of this policy will be taken seriously and, if appropriate, will be separately investigated. Potential or realised breaches of this policy must be escalated according to the Group Issues Management Procedures or Group Incident Management Procedures.

Definitions

In this policy, defined terms are capitalised. Those terms have the meaning given to them below.

ABA	Australian Banking Association
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Actuary	An Employee or Seconded who is an actuary performing an actuarial function.
ASIC	Australian Securities & Investment Commission
Allegations	Allegations of Reportable Conduct raised in a disclosure by a Whistleblower made under this policy.
APRA	Australian Prudential Regulation Authority
ATO	Australian Taxation Office
Audit Committee	CBA Board committee named the 'Audit Committee'.
CBA	Commonwealth Bank of Australia ACN 123 123 124
CBA Board	Board of directors of CBA.
Contractors	Individuals who are not Employees, and corporations or organisations, engaged to perform services for the Group.
Detrimental Conduct	Any actual or threatened conduct that could cause a detriment to the Whistleblower as a result of making the disclosure. Types of Detrimental Conduct are referred to in the "Detrimental Conduct Prohibited" section above.
Director	Director of a Group entity board of directors.
Eligible Person	<p>An individual who is, or has been, one of the following:</p> <ul style="list-style-type: none"> • Director, Employee, Seconded; • Contractor, consultant, supplier, service provider (or their employee or subcontractor), volunteers; • licensee (or its authorised representative or their employee); or • broker, auditor, trustee, custodian or investment manager, <p>of, or working with, the Group, or a relative or dependent of one of the above (or of their spouse).</p> <p>In New Zealand, individuals who provide information in support of a Whistleblower Disclosure are also considered as Eligible Persons.</p>
Employee	Full-time, part-time and casual employees of the Group.
Executive General Manager	Person occupying a position of Executive General Manager (or equivalent) within the Group.
Group	CBA and its onshore and offshore Subsidiaries (excluding The Colonial Mutual Life Assurance Society Limited, CMLA Services Pty Ltd, Jacques Martin Pty Ltd and Jacques Martin Administration and Consulting Pty Ltd) and onshore and offshore controlled entities (being entities that are subject to the control of CBA in terms of section 50AA of the Corporations Act).
Group Internal Auditor	An Employee or Seconded of an audit team involved in conducting an audit, other than support and administrative staff, ultimately reporting to either the Executive General Manager Group Audit and Assurance, the Chief Internal Audit ASB or the Chief of Audit Executive PT Bank Commonwealth.
Group Investigations	A specialist team within the Group that is accountable for the investigation of internal fraud, bribery and corruption, serious integrity based misconduct and major external fraud events involving serious or organised crime.
MGC	<p>Misconduct Governance Committee, comprising:</p> <ul style="list-style-type: none"> • Deputy Chief Executive Officer (Chair);

- Group General Counsel;
- Group Chief Risk Officer;
- Group Executive Human Resources; and
- such other persons appointed to the Committee from time to time.

Note. “Other appropriate Group governance committee” refers to governance committees discharging the role and responsibilities of the MGC in jurisdictions maintaining their own governance over the Whistleblower process.

Secondee	An individual who is seconded temporarily to the Group but who is employed by a non-Group entity.
Senior Leader	The Chief Executive Officer, a Group Executive, the Executive General Manager Group Audit and any Executive General Manager or employee specified on the SpeakUP Program section on One.CBA, as determined by the MGC from time to time.
SpeakUP Program	A program to provide safe avenues and formal processes to enable Staff Members and third parties to raise issues without fear of reprisal. The program is managed by the Group’s SpeakUP, Senior Manager.
Staff Member	A full-time or part-time Employee of, or Contractor or Secondee to, the Group.
Subsidiary	A relevant Subsidiary for the purposes of this policy is one specified on the SpeakUP Program section on One.CBA. Subsidiary has the meaning given to that term in the Corporations Act.
Reportable Conduct	Means any conduct in relation to the Group as defined in the “Making the disclosure” section above.
Whistleblower	An Eligible Person who makes a disclosure of Reportable Conduct in the manner described in this policy.
Whistleblower Disclosure	A disclosure made by a Whistleblower that is being treated in accordance with this policy.
You	Reference to ‘You’, ‘you’, ‘your’ refer to a Whistleblower or someone contemplating making a disclosure.

Policy governance

Approver	CBA Board
Exemption Authority	Executive Leadership Team Non-Financial Risk Policy Subcommittee
Owner	Executive General Manager, Group Mergers & Acquisitions, Investigations & BEAR
Support	Group Services Legal Group and Business Unit Compliance
Review Cycle	Annual

Relevant documents

Internal documents	Code of Conduct Group Anti-Bribery and Corruption Policy Group Fit & Proper Policy Group Privacy Policy
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Group Fraud Management Policy
 Group Issue and Incident Management Standards and Procedures
 Misconduct Governance Committee Charter
 Whistleblower Policy Procedure
 ASB – Whistleblower Policy
 PT Bank Commonwealth – Whistleblower Policy
 PT Commonwealth Life – Whistleblower Protection Policy
 Aussie Home Loans – Keep Aussie Safe Protection Policy

Corporations Act 2001 (Cth), Part 9.4AAA (“Protection for Whistleblowers”)
Fair Work Act 2009
Tax Administration Act 1953
ASIC Regulatory Guide 270 Whistleblower policies
ASX Corporate Governance Principles and Recommendations, 4th Edition
 ABA Guiding Principles – Improving Protections for Whistleblowers
 CPS 520 Fit & Proper
UK Employment Rights Act 1996
Financial Conduct Authority Handbook Senior Management Arrangements, Systems and Controls 18 Whistleblowing

**Legislation/
regulations**

Material revisions

Version	Approval Date	Effective Date	Details
8.0	11-Feb-2020	11-Feb-2020	Policy amended to reflect ASIC’s Regulatory Guidance 270 Whistleblower policies.

Avenues for making the disclosure

SpeakUP service

The Group offers a SpeakUP service that is available for people to raise issues impacting their role, their wellbeing at work, or the Group, including Reportable Conduct under this policy. The SpeakUP service has two reporting channels. Anonymous reporting is available through each of these reporting channels.

a) *SpeakUP Hotline*

The SpeakUP Hotline is a 24/7 dedicated service managed by an external vendor on behalf of the Group.

The Hotline can be contacted as follows:

- a 24-hour hotline on 1800 773 258;
- from overseas on + 61 2 9151 9156; or
- by email to speakup@speakuphotline.com.au

In most cases, the SpeakUP Hotline will seek your consent to share the information you have provided with the Group in order for the concern to be investigated.

b) *SpeakUP Online*

Disclosures can be raised directly with the Group 24/7 via a secure online portal powered by Whispli, an external vendor to the Group.

The information submitted via SpeakUP Online will be lodged directly with the CBA SpeakUP Program and subsequently referred to the relevant internal team for management in accordance with relevant privacy procedures.

SpeakUP Online offers the ability for those raising concerns to communicate securely with the relevant internal team that is managing the matter.

SpeakUP Online can be accessed via the Group's intranet or at <https://cba.whispli.com/speakuponline>

Senior Leaders and the Whistleblower Protection Officer

The list of Senior Leaders can be accessed via the Group's intranet.

The Whistleblower Protection Officer can be contacted by email at WPO@cba.com.au

In most cases, the Senior Leader and Whistleblower Protection Officer will seek your consent to share the information provided with the SpeakUP Program in order for the concern to be investigated.

Requirements for the Group's operations in the United Kingdom

Reportable Conduct also includes anything that would amount to a Protected Disclosure.

A Protected Disclosure is a disclosure, made in the public interest, which in the reasonable belief of the Whistleblower making the disclosure shows that one or more of the following has been, is being or is likely to be committed:

- a criminal offence;
- a breach of legal obligation;
- a miscarriage of justice;
- danger to the health or safety of any individual;
- damage to the environment; or
- the deliberate covering up of wrongdoing in the above categories.

A Protected Disclosure can be made to another entity if the Whistleblower reasonably believes that the conduct relates solely or mainly to the conduct of another person or entity unrelated to the Group.

In the UK, the Group is regulated by both the Financial Conduct Authority (FCA) and the Prudential Regulation Authority (PRA).

In addition to the internal channels, Whistleblowers can also disclose reportable conduct to the FCA or to the PRA. Reporting to the FCA or to the PRA is not conditional on a disclosure first being made to a Senior Leader of the Group or through the Group's SpeakUP service. It is not necessary for a disclosure to be made to the Group in the first instance. Whistleblowers can also report using the Group's internal channels and also to the FCA or PRA, either simultaneously or consecutively.

Disclosures to the FCA:

- Phone: +44 (0)20 7066 9200
- Email: whistle@fca.org.uk
- In writing: Intelligence Department (Ref PIDA), Financial Conduct Authority, 12 Endeavour Square, London, E20 1JN

Disclosures to the PRA:

- Phone: +44 (0)203 461 8703
- Email: PRAwhistleblowing@bankofengland.co.uk
- In writing: Confidential reporting (whistleblowing), PRA, 20 Moorgate, London EC2R 6DA

The Group will collect, use, store, transfer and otherwise process a Whistleblower's personal data including providing personal data to third parties and transferring personal data within and outside the European Economic Area, in accordance with applicable data protection regulations. Further details relating to the processing of such personal data are set out in the Group Internal Privacy Policy (which is non-contractual and may be amended from time to time) and the Group's Privacy Policy (and any other relevant policies and procedures relating to data protection in force from time to time).