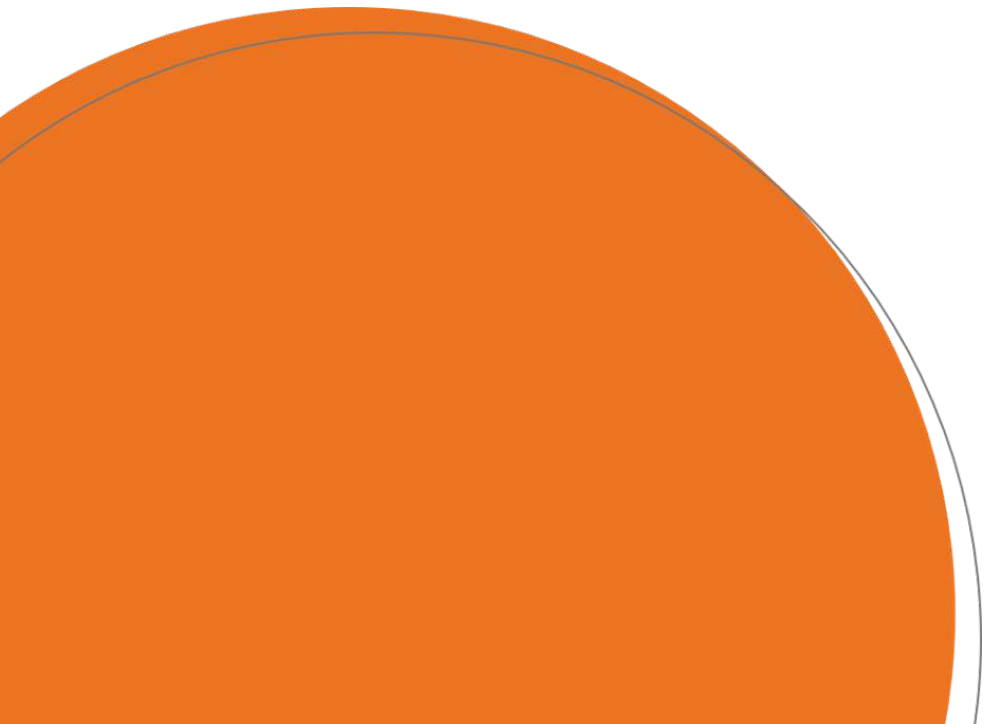
millennium

Whistleblower Policy

Adopted by resolution of the Board on
17 February 2022



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1 About this Document

1.1 Background

Millennium Services Group (**millennium**) is an ASX listed public company that has operations across Australia and New Zealand. **millennium** provides cleaning, security, and facilities management services.

millennium has obligations under the *Corporations Act 2001* (Cth) (the **Act**) and as an ASX listed public company, is required to have an appropriate whistleblower policy in place.

1.2 Purpose

millennium is committed to the highest standards of conduct and ethical behaviour and promoting a culture of honest and ethical behaviour, corporate compliance, and good corporate governance. **millennium** will not tolerate unethical, unlawful, or undesirable conduct and is committed to the protection of its integrity, values, employee welfareand business relationships.

This policy provides a confidential and secure process for receiving, advising, handling, and addressing wrongdoing which may otherwise go undetected.

millennium encourages the reporting of any instances of suspected unethical, illegal, fraudulent, or undesirable conduct involving **millennium**.

The purpose of this policy includes:

i. encouraging disclosure of and helping deter wrongdoing;

ii. ensuring individuals who disclose wrongdoing can do so safely, securely, confidentially and with confidence that they will be protected and supported;

iii. ensuring disclosures are dealt with appropriately and promptly; and

iv. providing transparency around **millennium's** framework for receiving, handling, and investigating disclosures.

2 Policy Content

2.1 Commitment

millennium seeks to establish a policy that complies with applicable laws and practices to encourage reporting of illegal and undesirable conduct and that will protect it and its stakeholders against conduct such as dishonesty or fraud.

2.2 Who this policy applies to?

Disclosers who can make a disclosure that qualifies for protection under the Act are called 'eligible whistleblowers'.

An eligible whistleblower is an individual who is, or has been, any of the following in relation to **millennium**:

a. an officer or employee;
b. a supplier of services or goods, including their employees;
c. an associate; or
d. a relative, dependant or spouse of any of the above.

2.3 Matters this policy applies to

a) Disclosable matters

Disclosable matters involve information that the discloser has 'reasonable grounds to suspect' concerns 'misconduct', or an 'improper state of affairs or circumstances', in relation to **millennium**.

i. Misconduct

Misconduct includes fraud, negligence, default, breach of trust and breach of duty.

ii. Improper state of affairs or circumstances

Misconduct or an improper state of affairs or circumstances may not involve unlawful conduct in relation to **millennium** but may indicate a systemic issue that the relevant regulator should know about to perform its functions. It may also relate to business behaviour and practices that may cause consumer harm.

iii. Reasonable grounds to suspect

Reasonable grounds to suspect is based on the objective reasonableness of the discloser. A mere allegation with no supporting information is not likely to be considered as having reasonable grounds to suspect. Objective reasonableness does not require a discloser to prove their allegations.

b) Other Disclosable Matters

Disclosable matters also involve information about **millennium**, if the discloser has reasonable grounds to suspect that the information indicates **millennium** has engaged in conduct that:

i. constitutes an offence against, or a contravention of, a provision of anyof the following:

A. the Act;

B. the *Australian Securities and Investments Commission Act*

2001(Cth);

C. the *Banking Act 1959* (Cth);

D. the *Financial Sector (Collection of Data) Act 2001* (Cth);

E. the *Insurance Act 1973* (Cth);

F. the *Life Insurance Act 1995* (Cth);

G. the *National Consumer Credit Protection Act 2009* (Cth);

H. the *Superannuation Industry (Supervision) Act 1993* (Cth);

I. an instrument made under an act referred to above;

ii. constitutes an offence against any other law of the Commonwealth thatis punishable by imprisonment for a period of 12 months or more;

iii. represents a danger to the public or the financial system; or

iv. is prescribed by regulation.

c) Examples of disclosable matters as they relate to business operations and practices

This policy covers the following types of wrongdoing:

i. illegal conduct, such as theft, dealing in, or use of illicit drugs, violence øthreatened violence and criminal damage against property;
ii. fraud, money laundering or misappropriation of funds;
iii. offering or accepting a bribe;
iv. financial irregularities;
v. failure to comply with, or breach of, legal or regulatory requirements; and
vi. engaging in or threatening to engage in detrimental conduct against a person who has made a disclosure or is believed or suspected to havemade, or be planning to make, a disclosure.

d) Disclosable matters may include conduct that does not contravene a particular law

Information that indicates a significant risk to public safety or the stability of, orconfidence in, the financial system is also a disclosable matter, even if it does not involve a breach of a particular law.

e) False reporting

millennium encourages the reporting of any disclosable matters where there are reasonable grounds to suspect wrongdoing or misconduct. However,

individuals who deliberately submit false reports are not afforded protection under the Act. Deliberate false reports involve a discloser reporting informationthey know to be untrue. It does not include situations where a discloser reasonably suspects misconduct, but the suspicions are later determined to beunfounded.

2.4 Matters this policy does not apply to

a) Personal work-related grievances

Personal work-related grievances do not qualify for protection under the Act. These are grievances that relate to the discloser's current or former employment and have, or tend to have, implications for the discloser personally, but do not:

i. have any other significant implications for **millennium**; or
ii. relate to any conduct, or alleged conduct, about a disclosable matter.

b) Examples

Examples of personal work-related grievances include:

i. an interpersonal conflict between the discloser and another employee;
ii. a decision that does not involve a breach of workplace laws;
iii. a decision about the engagement, transfer or promotion of the discloser;
iv. a decision about the terms and conditions of engagement of the discloser; or
v. a decision to suspend or terminate the engagement of the discloser, orotherwise to discipline the discloser.

c) Exemptions

However, a personal work-related grievance may still qualify for protection if:

i. it includes information about misconduct, or information about misconduct includes or is accompanied by a personal work-related grievance (**mixed report**);
ii. **millennium** has breached employment or other laws punishable by imprisonment for a period of 12 months or more, engaged in conduct that represents a danger to the public, or the disclosure relates to information that suggests misconduct beyond the discloser's personal circumstances;
iii. the discloser suffers from or is threatened with detriment for making a disclosure; or
iv. the discloser seeks legal advice or legal representation about the

operation of the whistleblower protections under the Act.

2.5 Who can receive a disclosure?

a) Eligible recipients

Disclosures may be made directly to one of the following eligible recipients:

i. an officer or senior executive of **millennium**, including the General Manager, People and Culture.

ii. **millennium's** external auditor; and

iii. **millennium's** appointed external whistleblowing service provider STOPLine.

millennium's priority is to identify and address any wrongdoing and misconduct as early as possible. **millennium** encourages its employees and external disclosers to make a disclosure directly to **millennium** in the first instance and is committed to ensuring the safety and protection of individuals in doing so. However, disclosures can also be made to certain external parties or directly to regulatory bodies, and qualify for protection under the Act without making a prior disclosure to **millennium**.

b) Legal Practitioners

Disclosures made to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the Act are protected (even in the event the legal practitioner concludes that a disclosure does not relate to a disclosable matter).

c) Independent whistleblowing service provider

millennium has engaged STOPline as an independent whistleblowing service provider authorised as an eligible recipient for directly receiving disclosures.

d) Regulatory bodies and other external recipients

Disclosures of information relating to disclosable matters can be made to ASIC,APRA or another Commonwealth body prescribed by regulation and qualify forprotection under the Act.

e) Public interest disclosures and emergency disclosures

In certain circumstances, disclosures can be made to a journalist or parliamentarian and qualify for protection under the whistleblower provisions ofthe Act.

i. Public interest disclosure

A public interest disclosure is the disclosure of information to a journalist or a parliamentarian, where:

(A) at least 90 days have passed since the discloser made the disclosure to ASIC, APRA or another Commonwealth body prescribed by regulation;

(B) the discloser does not have reasonable grounds to believe that action is being, or has been taken, in relation to their disclosure;

(C) the discloser has reasonable grounds to believe that making a further disclosure of the information is in the public interest; and

(D) before making the public interest disclosure, the discloser has given written notice to the body that:

a. includes sufficient information to identify the previous disclosure; and

b. states that the discloser intends to make a public interest disclosure.

ii. Emergency disclosure

An emergency disclosure is the disclosure of information to a journalist or parliamentarian, where:

(A) the discloser has previously made a disclosure of theinformation to ASIC, APRA or another Commonwealth body prescribed by regulation;

(B) the discloser has 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;

(C) before making the emergency disclosure, the discloser has given written notice to the body to which the previous disclosure was made that:

i. includes sufficient information to identify the previous

disclosure; and

ii. states that the discloser intends to make an emergency disclosure; and

(D) the extent of the information disclosed in the emergency disclosure is no greater than is necessary to inform the journalist or parliamentarian of the substantial and imminent danger.

f) Seek advice before making a public interest disclosure or emergency disclosure

It is important to understand the criteria for making a public interest or emergency disclosure. **millennium** recommends that you seek independent legal advice before doing so.

2.6 How to make a disclosure

a) Internal Disclosure

Internal disclosures can be made to:

i. officers and directors of **millennium**;
ii. General Manager, People and Culture; or
iii. emailing millenniums People and Culture email – people@millenniumsg.com

b) External Disclosure

External disclosure is aimed at ensuring the identity of the disclosure is protected and kept confidential, unless the discloser advises otherwise. **millennium** has engaged STOPline as an independent whistleblowing service provider authorised to directly receive disclosures. The features of this service include:

i. a dedicated hotline;
ii. a dedicated email address;
iii. a team of expert investigators to take all calls and analyse reports;
iv. a direct messaging service to view reports of suspected incidents of misconduct;
v. the provision of follow-up investigation assistance; and
vi. confidentiality.

STOPline whistleblowing service can be contacted as follows:

- via the confidential hotline: 1300 30 45 50;
- online at http://millennium.stoplinereport.com; and
- via email at millennium@stopline.com.au.

A discloser can choose to remain anonymous while making a disclosure, over the course of the investigation and after the investigation is finalised. A discloser can refuse to answer questions that they feel could reveal their identity during follow-up conversations. However, a discloser who wishes to remain anonymous should maintain ongoing two-way communication to facilitate follow-up questions or provide feedback.

millennium will refer all potential disclosures to STOPline directly for protection of anonymity.

2.7 Legal protections for disclosures

The following protections apply not only to internal recipients, but also to disclosures to legal practitioners, regulatory and other external bodies, and public interest and emergency disclosures that are made in accordance with the Act.

a) Identity protection (confidentiality)

i. A person cannot disclose the identity of a discloser or information that is likely to lead to the identification of the discloser. The exception to this is if a person discloses the identity of the discloser:

(A) to ASIC, APRA or a member of the Australian Federal Police;

(B) to a legal practitioner (for the purposes of obtaining legal advice or legal representation about the whistleblower provisions in theAct);

(C) to a person or body prescribed by regulations; or

(D) with the consent of the discloser.

ii. A person can disclose the information contained in a disclosure with or without the discloser's consent if:

(A) the information does not include the discloser's identity;

(B) all reasonable steps are taken to reduce the risk that the discloser will be identified from the information; and

(C) it is reasonably necessary for investigating the issues raised in the disclosure.

It is illegal to identify a discloser, or disclose information that is likely to lead to the identification of the discloser, outside the above exceptions.

b) Protection from detrimental acts or omissions

i. A person cannot engage in conduct that causes detriment to a discloser, in relation to a disclosure, if:

(A) the person believes or suspects that the discloser made, may have made, proposes to make or could make a disclosure that qualifies for protection; and

(B) the belief or suspicion is the reason, or part of the reason, for the conduct.

ii. In addition, a person cannot make a threat to cause detriment to a discloser in relation to a disclosure. A threat may be express or implied, conditional or unconditional. A discloser need not fear whether or not the threat will be carried out, in order for the conduct to be considered a threat.

iii. Detrimental conduct and threats include:

(A) dismissal of an employee;

(B) injury of an employee in his or her employment;

(C) alteration of an employee's position or duties to his or her disadvantage;

(D) discrimination between an employee and other employees of the same employer;

(E) harassment or intimidation of a person;

(F) harm or injury to a person, including psychological harm;

(G) damage to a person's property;

(H) damage to a person's reputation;

(I) damage to a person's business or financial position; or

(J) any other damage to a person.

b) Actions that are not detrimental conduct

Detrimental conduct does not include administrative action that is reasonable to protect a discloser from detriment (e.g. when the disclosure relates to wrongdoing in the discloser's immediate work area). Protecting a discloser from detriment also does not prevent the management of unsatisfactory work performance if the action is in line with the performance management framework. Accordingly, **millennium** must ensure a discloser understands the reasonfor any administrative or management action.

c) Compensation and other remedies

Eligible whistleblowers can seek compensation and other remedies through thecourts if they suffer loss, damage or injury because of a disclosure and **millennium** failed to prevent a person from causing the detriment. Eligible whistleblowers should seek independent legal advice as necessary.

d) Civil, criminal, and administrative liability protection

Eligible whistleblowers are protected from any of the following in relation to theirdisclosure:

i. civil liability.

ii. criminal liability; and

iii. administrative liability.

These protections do not grant immunity for any misconduct a discloser has engaged in that is revealed in their disclosure.

e) Support and practical protection for disclosers

i. Identity protection (confidentiality)

millennium will implement the following measures for protecting the confidentiality of a discloser's identity:

(A) all personal information or reference to the discloser witnessing an event will be redacted/not included in the reporting process;

(B) the disclosure will be referred to in a gender-neutral context;

(C) where possible, the discloser will be contacted to help identify certain aspects of their disclosure that could inadvertently identify them; and

(D) disclosures will be handled and investigated by staff observing the above requirements.

ii. Secure record-keeping and information-sharing processes

To ensure the identity of disclosers and information relating to disclosure are adequately protected, **millennium** will ensure that:

(A) all paper and electronic documents and other materials relating to disclosures are stored securely;

(B) access to all information relating to a disclosure will be limited to those directly managing and investigating the disclosure;

(C) only a restricted number of people who are directly handling or investigating a disclosure will be made aware of a discloser's identity (subject to the discloser's consent) or information that islikely to lead to the identification of the discloser;

(D) each person who is involved in handling and investigating a disclosure will be reminded about the confidentiality requirements, including that an unauthorised disclosure of a discloser's identity may be a criminal offence.

iii. Protection from detrimental acts of omissions

millennium will implement measures for protecting disclosers from detriment, including (where **millennium** considers them necessary or

appropriate):

(A) processes for assessing the risk of detriment against a discloser and other persons, which will commence as soon as possible after receiving a disclosure;

(B) support services, including counselling;

(C) strategies to help a discloser minimise and manage stress, timeor performance impacts, or other challenges resulting from the disclosure or its investigation;

(D) actions for protecting a discloser from risk of detriment;

(E) processes for ensuring that management are aware of their responsibilities to maintain the confidentiality of a disclosure; and

(F) procedures on how a discloser can lodge a complaint if they have suffered detriment.

b) Handling and Investigating Disclosure

i. Handling a disclosure

millennium will assess each disclosure to determine whether:

(A) it qualifies for protection; and

(B) a formal, in-depth investigation is required.

ii. Investigating a disclosure

(A) All reports relating to a disclosable matter made by an eligible whistleblower and received by an internal eligible recipient, or where an external party informs an officer or senior manager within millennium of a disclosable matter that was reported by the eligible whistleblower directly to the external party, may be investigated where that is considered necessary or appropriate to substantiate or refute the information reported/disclosed.

(B) Detailed records of the disclosable matter must be maintained in a secure and confidential manner, including the report/disclosure itself, any investigations undertaken, any actions taken to address and further correspondence with the discloser in relation to the progress of the matter.

(C) Where any investigations substantiate the disclosure in terms of theoccurrence of wrongdoing or misconduct, a suitable response and actions to address must be implemented in a timely manner.Each disclosure will be acknowledged within a reasonable period after the disclosure is received, if the discloser can be contacted (including through anonymous channels).

(D) Findings from any investigations will be documented and reported to the **millennium's** People and Risk Committee (where appropriate), while preserving confidentiality. A summary of the outcomes of the investigation will also be provided to the discloser, upon completion of investigations, when appropriate.

(E) Where a disclosable matter that is reported relates to a conductof an individual that could otherwise be an eligible recipient, the matter must be considered by a person with sufficient independence.

Where necessary, this may involve engaging a Member of the **millennium's** People and Risk Committee to handle the matter.

c) Ensuring the policy is easily accessible

millennium will ensure that this policy is made available to employees and officers as appropriate for the respective parts of the business.

The policy will also be made available on **millennium's** website.

3 Authority and Approval

3.1 Approval

This policy is prepared and maintained by the Company Secretary and must beapproved by **millennium's** Board of Directors (the **Board**).

Authority

The Company Secretary is authorised to implement and review the policy and monitorongoing compliance with the policy.

3.2 Review

a. This policy must be reviewed at least once every two years, or in the event of material changes to regulations or the business which affects the scope of the policy or its implementation.

b. The review must be undertaken by a person authorised to do so and the Board must be notified of the outcome of each review.

c. Any changes to the Policy recommended by the Company Secretary must be approved by the Board prior to implementation.