



Myer Holdings Ltd
(ACN 119 085 602)
Myer Group

Whistleblower Policy

Approved on 19 June 2024

Myer Holdings Limited and each of its subsidiaries and reporting entities (Myer Group) is committed to a culture of compliance, ethical behaviour and good corporate governance. This Whistleblower Policy (Policy) forms an integral part of that Myer Group compliance program and provides you with a mechanism to raise concerns regarding potential, suspected and actual contravention of our ethical standards, policies or applicable laws, without fear of reprisal.

Myer Group will not tolerate improper conduct or individuals taking reprisals against those who come forward to disclose, or who are contemplating disclosing, improper conduct. Myer Group will also not tolerate anyone being discouraged from reporting a concern or being adversely affected because they have reported a concern, in line with this Policy. This includes conduct against another Team Member, contractor, customer or supplier.

This Policy aims to provide clarity on how Myer Group will support you, so that you are encouraged to express your concerns about illegal, unethical or improper conduct. This Policy sets out the ways in which you can express your concerns safely and securely, and what will happen when you report your concerns, including the support and protection available to you. The Policy also provides transparency around Myer Group's framework for receiving, handling and investigating concerns regarding Reportable Conduct (as defined in Clause 3).

1. Scope

This Policy applies to Reportable Conduct (as described below in Clause 3) relating to Myer Group Holdings Limited and its related bodies corporate (Myer Group). Anyone who has actual knowledge of, or reasonable grounds to suspect, that misconduct or Reportable Conduct has or is likely to occur is encouraged to raise their concerns.

This Policy applies to both past and current:

- Team Members, whether full time, part time or casual, at any level of seniority;
- directors and officers of Myer Group;
- contractors and consultants working on behalf of, or with, Myer Group;
- suppliers of goods or services to Myer Group, and their employees;
- associates of Myer Group, such as an organisation that Myer Group partners with; and
- relatives, dependents or spouses of any of the people listed above.

2. Reportable Conduct

Reportable Conduct is any conduct in relation to Myer Group that amounts to misconduct or an improper state of affairs or circumstances. Under this Policy, Reportable Conduct means any conduct in relation to Myer Group which is, or involves, or may involve:

- conduct or practices which breach any law or regulation (such as negligence, theft, drug sale or use, criminal damage to property, insider trading, breach of continuous disclosure obligations, or consumer or privacy laws);
 - a serious or systemic breach of any of Myer Group's policies or procedures, including the Code of Conduct (such as failing to disclose conflicts of interest, discrimination or harassment);
 - fraudulent or corrupt conduct (such as dishonesty, bribery, or collusion);
 - misleading or deceptive conduct of any kind, including conduct or representations that could amount to improper or misleading accounting or financial reporting practices;
 - a serious harm to public health, safety and environment, or to a financial system;
 - conduct which is potentially damaging to Myer Group, a Team Member or a third party, such as unsafe work practices, environmental damage or abuse, or misuse of Myer Group property or resources;
 - conduct that may cause financial loss, damage to reputation, or not in the interest of Myer Group; and
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- any action taken against, or harm suffered by a Team Member as a result of making a report under this Policy.

To report conduct under this Policy, you must have a reasonable basis for suspecting that the information disclosed is true. You are not required to prove that the conduct has occurred, and you will still qualify for protection under this Policy even if the conduct is not substantiated. However, you must not make a report that you know (or ought to know) is not true, is misleading, or has no substance. If you knowingly make a false report, you will not be able to access the protections available under this Policy and may be subject to disciplinary action.

Reportable conduct does not include a personal work-related grievance which is a grievance relating to your current or former employment that has implications for you personally, such as a personal conflict between employees, a decision relating to a promotion, transfer or relocation, or a decision to terminate your employment. Conduct that relates to a personal work-related grievance should be raised with your Line Manager or HR Services. However, if you have raised a concern regarding Reportable Conduct, a matter that would have significant implications for Myer Group, or a grievance relating to a detriment that you have suffered, or have been threatened with, because you have raised a concern about Reportable Conduct, then that grievance will be covered by this Policy and should be raised under this Policy.

If you are a customer and are concerned with the way Myer Group has handled your matter, product, or service, including an existing complaint, please contact the Customer Service Centre. Your matter will not be dealt with under this Policy.

3. Disclosing Reportable Conduct

3.1 How to Report

To qualify for protection under this Policy, disclosure must be made to the recipients listed below.

(a) Internal disclosure of Reportable Conduct

If you are a Team Member, you are encouraged to report any concerns about Reportable Conduct initially to your Line Manager. If you do not wish to raise a concern directly with your Line Manager, or have any concerns about doing so, or have been dissatisfied with the response when you raised your concern initially, you may report your concern (anonymously if you elect):

- via the Whistleblower Hotline on +61 3 9667 3872 or 1800 339 750 (within Australia, not available on all mobile networks);
- in writing, using the form located on the Myer intranet at Myer Connect > Assurance > (which will direct to the Whistleblower Co-ordination Officers);
- directly to the Whistleblower Co-ordination Officers (marked “Strictly Confidential” if in writing)
 - Ms Sarah Pfeiler Senior Corporate Counsel
email: sarah.pfeiler@myer.com.au phone: 03 8667 7048
level 7, 1000 La Trobe Street Docklands Vic 3008
 - Ms Wai Wong Compliance & Risk Manager
email: wai.wong@myer.com.au phone: 03 8667 7842
level 7, 1000 La Trobe Street Docklands Vic 3008
- Myer’s internal audit team;
- directly to a member of the Executive Management Group; or
- directly to a Director or Officer of Myer Holdings Limited (as listed on Investor Relations website)

(b) Disclosure to the Whistleblower Hotline

If you do not wish to raise your concerns internally, you may raise your concerns about Reportable Conduct to Myer Group’s Whistleblower Hotline, which is an independent reporting line managed by Deloitte.

The Whistleblower Hotline is accessible 24 hours a day, 7 days a week, all year round, and encourages you to share your concerns confidentially, and if you elect, anonymously. Deloitte will manage and investigate the reported conduct and refer concerns to the Whistleblower Co-ordination Officers in accordance with this Policy.

You may contact the Whistleblower Hotline as follows:

-  Phone: 1800 339 750 (within Australian landlines) or +61 3 8667 7927 (for overseas and mobile)
-  Website: www.myerwhistleblower.deloitte.com.au, (Login Username: Myer, Password: mystore!)
-  Email: myer.whistleblower@deloitte.com.au

(c) **Other avenues for disclosure**

By law, you may make disclosures and receive certain protection if you disclose Reportable Conduct to:

- Myer Group's external appointed auditor;
- regulators and law enforcement authorities such as Australian Securities and Investments Commission (ASIC), the Australian Prudential Regulation Authority (APRA), the Tax Commissioner or the Australian Federal Police (AFP); or
- a journalist or a parliamentarian (under circumstances of public interest or emergency disclosure, where certain requirements must be met for the disclosure to qualify for whistleblower protection, such as a previous disclosure having to have been made to ASIC, APRA or a prescribed body, notice having to be made to the body about the disclosure, and for public interest disclosures, a certain time period to have passed since the previous disclosure). You should obtain independent legal advice to ensure that you understand the criteria for making such disclosure. You may also make a report to a legal practitioner, for the purpose of obtaining legal advice or legal representation in relation to your concern or report under the Policy.

If you have any questions or wish to obtain additional information before making a report under this Policy, you can contact the Whistleblower Co-ordination Officers or you can obtain independent legal advice.

3.2 What to report

To help Myer Group address a concern regarding Reportable Conduct, you should provide as much information as possible, including:

- confirmation that you are raising your concern under this Policy;
- the nature of the Reportable Conduct and when and where it occurred or is likely to occur;
- the name(s) of the people believed to be involved in the Reportable Conduct;
- any material to support the matters raised in your concern, such as documents or the names of potential witnesses; and
- any steps you may have taken to report the matter elsewhere.

3.3 Confidentiality

If you raise a report under this Policy, all information received from you (including your identity), and any information that Myer Group has because of your report (and that someone could likely use to identify you) will be treated confidentially for the duration of the investigation and after it is completed.

We will only disclose your identity:

- with your express consent;
- to a legal practitioner to seek legal advice or representation relating to whistleblowing laws; or
- to ASIC, APRA, the AFP, or a person or body prescribed by law or regulations.

Myer Group may disclose the content of your disclosure with or without your consent if the information does not include your identity, Myer Group has taken all reasonable steps to reduce the risk that you will be identified, and it is necessary for investigating the Reportable Conduct.

Steps Myer Group may take to protect your confidentiality include ensuring:

- your concerns are overseen and investigated by suitably qualified and appointed team or an independent third party;
- reminding those interviewed in the investigation process of their duty to keep the matter confidential;
- all files and records created related to a report or an investigation are securely stored; and
- you are protected from detriment (see Clause 6 below).

Please note that Deloitte, in its capacity as Myer Group's Whistleblower Hotline service provider, will have access to your identity, and will not release this information to Myer Group without your express permission.

Any Myer Group Team Member, Director, Officer, or contractor must not disclose information that is likely to lead to the identification of a whistleblower other than in accordance with this Policy. If you believe your identity has not been kept confidential, you should contact the Whistleblower Co-ordination Officers who will review the allegation. You may also lodge a complaint with a regulator, such as ASIC or the ATO, for investigation.

3.4 Anonymity

A disclosure under this Policy can be made anonymously. This means you may refuse to answer questions that you feel could reveal your identity at any time, including during follow-up conversations. If you choose to remain anonymous, you may still be asked to provide some details so that the disclosure can be adequately investigated.

You also have the option of providing your details to Deloitte via the Whistleblower Hotline and not Myer Group. In such instances, Deloitte will not disclose your identity to Myer Group, and your report will remain anonymous.

Myer Group encourages you to provide your name as it will assist Myer Group in investigating and addressing your concern. If you do not provide your name, Myer Group will assess your concern in the same way as if you had revealed your identity and will conduct an investigation based on your report to the extent we are able and/or it is appropriate. However, an investigation may not be possible unless sufficient information is provided, and it may be difficult to offer you the same level of practical support and protection if Myer Group does not know your identity.

4. Initial assessment and investigation

Reports of Reportable Conduct made under this Policy will be received and treated sensitively and seriously and will be dealt with promptly and objectively.

Once a report is received, it will be referred by the recipient (including those complaints made via the Whistleblower Hotline) to the Whistleblower Co-ordination Officers. The Whistleblower Co-ordination Officers will assess whether the disclosure relates to Reportable Conduct, and whether an investigation is required, appropriate or possible in the circumstances. Myer Group's response to a disclosure will vary depending on the nature of the disclosure (including the amount of information provided). The mere making of a report does not guarantee that the matter will be formally investigated. All qualifying disclosures will then be referred for investigation.

The Whistleblower Co-ordination Officers will assign an Investigation Officer to investigate Reportable Conduct with the objective of determining whether there is sufficient evidence to substantiate or refute the claims made by the whistleblower.

Myer Group will apply principles of procedural fairness and natural justice to the conduct of any investigation and any findings arising under this Policy.

The Investigation Officer appointed will be responsible for assessing, investigating and substantiating or refuting the Reportable Conduct. During an investigation, the Investigation Officer may conduct interviews and collect any necessary information. If the Reportable Conduct relates to the Whistleblower Co-ordination Officer or members of the Myer Board or Executive Management Group, the General Counsel and Company Secretary will manage the investigation (in some cases together with the Assurance Manager and if applicable, external legal advisers). You, as the whistleblower, will not be directly involved in the investigation, but may be asked for further information or clarification, if you provide your identity.

If you are approached as part of an investigation you are required to provide assistance, as requested, in a discreet and timely manner and to maintain confidentiality of the whistleblower's identity (if known) at all times. Everyone involved in a whistleblowing investigation must maintain confidentiality and security and may commit an offence if they fail to do so.

Persons that are the subject of the investigation may be informed of the allegation at a suitable time to provide the person/s an opportunity to respond to the allegations, unless there are reasons such as confidentiality that prevent such disclosure.

The time taken to investigate a matter will depend on the complexity of the matter and the nature of the disclosure made.

At the conclusion of the investigation, the Investigation Officer will produce a report detailing their findings, and actions and recommendations (if any) to the Whistleblower Co-ordination Officers. The report will not disclose particulars likely to lead to the identification of the whistleblower.

If the Whistleblower Co-ordination Officer is satisfied that the investigation has confirmed that the Reportable Conduct has occurred, the Whistleblower Co-ordination Officer will recommend to the appropriate Executive General Manager the actions to be taken to prevent conduct from continuing or occurring in the future. The Whistleblower Co-ordination Officer may also recommend actions to be taken to remedy any harm or loss arising from the conduct. In the case of a major investigation where material Reportable Conduct is substantiated, the Whistleblower Co-ordination Officer will provide a written report to the Executive Chair or Chief Executive Officer, in each case, where so appointed and holding office as such, setting out the findings of the investigation and any remedial action taken or to be taken, as required. The report will not disclose particulars likely to lead to the identification of the whistleblower.

Where the investigation concludes that the disclosed conduct did not occur, the Whistleblower Co-ordination Officer will retain and securely store all relevant information.

Where an investigation identifies that Reportable Conduct or other inappropriate conduct has occurred, appropriate disciplinary action may be taken in Myer Group's discretion. This may include, but is not limited to, terminating or suspending the employment or engagement of a person(s)/entity involved in any such conduct.

If an investigation finds that criminal activity is likely to have occurred, the matter may be reported to law enforcement bodies and/or other regulatory authorities by the General Counsel and Company Secretary.

Where requested by you, or where you have identified yourself in your report, the Whistleblower Co-ordination Officer will use reasonable endeavours to keep you informed of the progress or outcomes of an investigation. This is subject to considerations of confidentiality, privacy and any other applicable policies and laws. The frequency and timeframe of any update may vary depending on the nature of the disclosure in Myer Group's discretion. You may be advised of the findings of an investigation into Reportable Conduct (e.g. whether an allegation was substantiated) but Myer Group will otherwise decide whether to communicate to you or any other party the outcomes of any investigation in its absolute discretion.

5. Whistleblower Protections

Myer Group is committed to protecting and respecting the rights of persons who make reports under this Policy and ensuring anyone who makes a report based on reasonable grounds is treated fairly and does not suffer any disadvantage. Specific protections outlined below are available to you and apply whether or not the Reportable Conduct is substantiated,

There are also laws that provide special protection to whistleblowers for breaches of certain legislation, provided certain conditions are met.

5.1 Protection against detriment

Myer Group prohibits all forms of conduct that causes detriment to a whistleblower if you have made, intend to make, or could make a disclosure of Reportable Conduct under this Policy. This also extends to all individuals who are involved in an investigation into Reportable Conduct and applies regardless of whether any concerns raised in a report are substantiated.

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 or demotion of employment or alteration of duties, harassment, bullying or intimidation, unlawful discrimination, damage to property, financial position or reputation, harm or injury (including psychological harm), unfavourable treatment connected with making a report and any other conduct that constitutes retaliation.

Detrimental conduct does not include administrative action that is reasonable to protect you from detriment (eg a temporary transfer) or matters that arise in the usual course of employment (eg performance management in line with Myer Group's performance management framework) or contractual relationship with Myer Group.

If you consider you or someone else is being, or has been, subjected to detrimental treatment because of raising a concern about Reportable Conduct under this Policy, you should notify the Whistleblower Co-ordination Officer or a member of the Executive Management Group. Affected Team Members have access to the Employee Assistance Program (EAP), which provides free, professional, confidential counselling and short term support to employees and their immediate family if required.

Anyone engaging in detrimental conduct against a whistleblower because they have raised a concern relating to Reportable Conduct may be subject to disciplinary action (including but not limited to, termination of employment or engagement). Individuals may also be subject to legal consequences such as civil and/or criminal penalties.

5.2 Specific protections

Myer Group will take all reasonable steps to ensure that adequate and appropriate protection is being provided for those who make a report under this Policy. This includes ensuring the confidentiality of your identity as set out in Clause 4.3 above.

Additional protections offered will depend on things such as the nature of the Reportable Conduct and the people involved. Protections may include monitoring and managing the behaviour of other employees, implementing investigation processes where appropriate, taking disciplinary action where appropriate for conduct that amounts to detrimental conduct or breaches the confidentiality requirements under this Policy, re-locating individuals (which may include the people alleged to have been involved in the Reportable Conduct) to a different team, offering an individual a leave of absence or flexible workplace arrangements while a matter is being investigated, and/or providing support services such as EAP.

Myer Group will look for appropriate ways to support you when you raise a concern under this Policy, but it will not be able to provide the same type and level of support to people who are not Team Members or Officers. In this case, Myer Group will still seek to offer appropriate support.

You may seek independent legal advice, or contact regulatory bodies such as ASIC, APRA or the ATO, if you believe you have suffered detriment as a result of disclosing Reportable Conduct under this Policy.

6. Training

Myer Group will provide training about this Policy, and for individuals who may receive a disclosure under this Policy. Information about this Policy will be included in regular compliance training.

7. Breach of this Policy

A breach of this Policy may be regarded as misconduct, and may result in disciplinary action, including termination of employment or engagement.

You can report a breach of this Policy to the Whistleblower Co-ordination Officers or any member of the Executive Management team.

Any alleged breach of this Policy will be taken seriously, and, if appropriate, will be separately investigated.