

# Whistleblower Protection Policy

## Overview

At Thryv, we are committed to achieving our commercial goals while conducting our business ethically in line with all laws, regulations, industry codes and standards. Our Code of Conduct and other internal policies guide our conduct to ensure that we observe the highest standards of honesty and integrity in our business activities

## Purpose

The purpose of this policy is to:

- encourage and support disclosures of suspected wrongdoing;
- ensure individuals who disclose wrongdoing can do so safely, securely and with confidence that they will be protected and supported; and
- support our Code of Conduct and values.

## How the policy can be accessed?

This policy is accessible through our intranet and on our external website.

## Who does this policy apply to?

This policy applies to current or former officers, employees, suppliers (paid or unpaid) of goods or services to Thryv (such as secondees, contractors, and consultants) and associates of Thryv (as defined in the Corporations Act). It also applies to relatives, dependents or spouses of any of these people (**Eligible Whistleblowers**).

## What are Disclosable Matters?

Eligible Whistleblowers can make a disclosure under this policy if they have reasonable grounds to suspect the occurrence of misconduct, or an improper state of affairs or circumstances within Thryv or a related body corporate (**Disclosable Matters**). Examples of Disclosable Matters are set out in Appendix A. A disclosure can still qualify for protection even if the suspicion turns out to be incorrect.

Under this policy, Disclosable Matters **excludes** Personal Work-Related Grievances that do not have significant implications for Thryv that do not relate to the discloser. Examples of Personal Work-Related Grievances are set out in Appendix A. These sort of grievances should be raised in accordance with our [Internal Resolutions Policy](#) as they are not within the scope of this policy.

False reports can have significant effects on the reputations of our personnel and could also cause considerable waste of time and effort. Accordingly, any deliberately false disclosures under this policy will be treated as a serious disciplinary matter.

For protections to be afforded to a discloser under Whistleblower Laws, a report must be made by an Eligible Whistleblowers to an Eligible Recipient about a Disclosable Matter (**Protected Disclosure**). Other than in relation to Protected Disclosures, this policy does not override or replace any other Thryv policy or procedure, for example in relation to internal resolution, disciplinary action or employee privacy.

# Whistleblower Protection Policy

## How do I make a disclosure?

If it is appropriate (and you are a Thryv employee), you are encouraged to raise these concerns with your manager, the manager of the relevant person, or the person concerned in the first instance (who may not be an Eligible Recipient). If you are external to Thryv or you would prefer not to follow this course you may disclose your concerns to STOPline, an independent third party and Eligible Recipient by visiting <http://sensis.stoplinereport.com/> and then choosing to report via phone, fax, email, post or online (see the 'How it Works' section for details).

You may choose whether or not to make a whistleblowing disclosure anonymously. All disclosures made under this policy will be treated confidentially. If the whistleblowing report is investigated it may be necessary to reveal its substance (on a confidential basis) to people such as other employees, external consultants involved in the investigation process or, in appropriate circumstances, law enforcement agencies. In particular, it will often be necessary to disclose the fact of the whistleblowing report, and its substance, to the person who is the subject of the whistleblowing report. In certain circumstances a court or tribunal may order the production of information or documents regarding a whistleblowing report.

We place great importance on providing employees with the opportunity to use the whistleblowing process for genuine disclosures. You must act in accordance with the Thryv value of honesty when using this process and you must not use the process for any purpose other than the good-faith reporting of unacceptable conduct. In return, we will not tolerate reprisal action against any person who has made a disclosure in good faith.

## Who else can receive a disclosure?

If you cannot make a disclosure through the above methods, you can also make a report directly to any of the following recipients to receive protection under Whistleblower Laws:

- A director, company secretary, company officer, or senior manager (i.e. a member of the Executive Leadership Team) of Thryv
- An auditor, or a member of the audit team, or actuary of Thryv
- ASIC or the Australian Prudential Regulation Authority (APRA) or other Commonwealth bodies prescribed by regulation, or
- For tax-related disclosures, a registered tax agent or BAS agent who provides tax agent services or BAS services to Thryv.

There are other ways you can make disclosures in certain limited circumstances, including to a regulator, or when making an emergency or public interest disclosure. Before you make any such disclosure you should seek independent legal advice to understand the criteria for making such a disclosure.

## Who do I contact if I need more information about this policy?

Thryv employees can seek confidential information on the operation of this policy and how a report will be handled, without making a report, by contacting the General Counsel. However, if you require legal advice with respect to the Whistleblower Laws, then you must contact an external lawyer (not the Thryv General Counsel or other member of the in-house legal team). Disclosures to legal

# Whistleblower Protection Policy

practitioners for the purpose of legal advice or representation in relation to the operation of the Whistleblower Laws are protected disclosures under Whistleblower Laws.

## Support and Protections for Whistleblowers

We are committed to ensuring that disclosers are not disadvantaged in any way from raising concerns about suspected Disclosable Matters in accordance with this policy. In particular, disclosers will not be disadvantaged by dismissal, demotion, harassment, discrimination, bias or other detrimental conduct.

Accordingly, we will protect the confidentiality of the discloser's identity unless:

- the discloser consents to the disclosure;
- the disclosure is required by law;
- the disclosure is necessary to prevent or lessen a serious threat to a person's health and safety (unless the disclosure is a Protected Disclosure); or
- it is necessary to protect or enforce our legal rights or interests or to defend any claims (unless the disclosure is a Protected Disclosure).

A breach of the protections provided under this policy will be treated as a serious disciplinary matter.

Our Employee Assistance Program (EAP) is also available for all our employees free of charge. Thryv employees can call EAP on 1300 360 362 for confidential and professional advice and counselling services.

## Additional Protections under Whistleblower Laws

Under Whistleblower Laws, Protected Disclosures are afforded additional protections including:

- compensation and remedies – the discloser can seek compensation and other remedies through the courts if they suffer loss, damage or injury as a result of a disclosure and Thryv's failure to take reasonable precautions and exercise due diligence to prevent the detrimental conduct
- civil, criminal and administrative liability protection. However, the protections do not grant immunity for any misconduct a discloser has engaged in that is revealed in their disclosure.

It is illegal for a person to identify or disclose information that is likely to lead to the identification of a discloser of a Protected Disclosure other than in certain limited situations. These exceptions are disclosures to:

- ASIC, APRA or the Australian Federal Police;
- a legal practitioner for the purposes of obtaining legal advice of representation about the whistleblower process in the Corporations Act;
- a person or body prescribed by regulation; and
- with the consent of the discloser.

# Whistleblower Protection Policy

## What happens after a whistleblowing report is made?

Our Disclosure Co-ordinator is responsible for investigating and resolving all reported complaints. The Disclosure Co-ordinator will convene a meeting with the CEO and the EGM - People and Communications to discuss the investigation approach for the allegations raised. If the issue involves or makes allegations about either the Chief Executive Officers of Thryv (CEO) or the EGM - People and Communications, that person will not be involved in the investigation process and will be replaced by the Chief Financial Officer (CFO).

All investigations will be conducted in a fair and independent manner although the investigation process may vary depending on the nature of the disclosure. All investigations carried out by us or by an independent third party will follow the principles of procedural fairness and natural justice when conducting the investigation. This will generally involve:

- undertaking a fair, independent and discreet investigation into the substance of the report to determine whether there is evidence to support the matter raised;
- respecting individual confidentiality;
- collecting all available data and verifying the reporting information;
- in order to observe the rules of procedural fairness, interviewing any relevant person to understand their perspective;
- proceeding with due care and efficiency; and
- consulting appropriate bodies as required.

Where the Disclosure Co-ordinator deems necessary, the Disclosure Co-ordinator may appoint an external investigator to conduct the investigation, either in conjunction with the Disclosure Co-ordinator or independently.

The Disclosure Co-ordinator shall advise the CEO and Audit Committee of the outcomes of the investigation. The CEO and Audit Committee will review the outcome and determine appropriate actions to respond to the matter.

Where possible, the discloser will be kept informed of the progress and outcomes of the investigations, subject to privacy and confidentiality considerations. If the discloser has chosen to report anonymously through STOPline, they will be given a unique code to be able to check the progress of their disclosure at any time.

# Whistleblower Protection Policy

## Appendix A

Term	Definition / Examples
Corporations Act	Corporations Act 2001 (Cth)
Disclosable Matter	<p>Examples of Disclosable Matters can include, but is not limited to:</p> <ul style="list-style-type: none"> <li>• illegal conduct, such as theft, violence or threatened violence, and criminal damage against property;</li> <li>• fraud, money laundering or misappropriation of funds;</li> <li>• offering or accepting a bribe;</li> <li>• financial irregularities</li> <li>• failure to comply with, or breach of, legal or regulatory requirements; and</li> <li>• 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.</li> </ul> <p>Disclosable Matters include conduct that may not involve a contravention of particular law. Information that indicates a significant risk to public safety or the stability of, or confidence in the financial system is also a Disclosable Matter, even if it does not involve a breach of a particular law.</p>
Discloser Co-ordinator	Thryv General Counsel or, if the allegations are about the General Counsel, the Chief Executive Officer of Thryv.
Executive Leadership Team	Direct reports of the Chief Executive Officer of Thryv, including but not limited to the General Counsel and Chief Financial Officer.
Personal Work-Related Grievance	<p>These examples include:</p> <ul style="list-style-type: none"> <li>• an interpersonal conflict between the discloser and another employee;</li> <li>• a decision that does not involve a breach of workplace laws;</li> <li>• a decision about the engagement, transfer or promotion of the discloser;</li> <li>• a decision about the terms and conditions of engagement of the discloser; or</li> <li>• a decision to suspend or terminate the engagement of the discloser, or otherwise to discipline the discloser.</li> </ul> <p>A personal work-related grievance may still qualify for protection if:</p> <ul style="list-style-type: none"> <li>• it includes information about misconduct, or information about misconduct includes or is accompanied by a personal work-related grievance (mixed report);</li> <li>• the entity 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;</li> </ul>

# Whistleblower Protection Policy

	<ul style="list-style-type: none"> <li>the discloser suffers from or is threatened with detriment for making a disclosure; or</li> <li>the discloser seeks legal advice or legal representation about the operation of the whistleblower protections under the Corporations Act.</li> </ul>
Thryv, we, our, us	Thryv Australia Pty Ltd and its subsidiary companies.
Whistleblower Laws	The relevant provisions of the Corporations Act 2001 and Tax Administration Act 1953 as amended by the Treasury Laws Amendment (Enhancing Whistleblower Protections) Act 2019.

## Approval

<b>Company Policy Owner:</b>	Legal
<b>Contact Person:</b>	General Counsel
<b>Effective Date</b>	1 January 2020
<b>Next Review Date:</b>	1 January 2022