



Whistleblower Policy and Procedure

1. Scope

This is Kaplan's policy and procedure regarding protected disclosures under the Corporations Law.

Generally, disclosures about personal work-related grievances are not protected (see para 7).

This Policy applies to:

- Kaplan's officers and employees;
- Eligible Whistleblowers who disclose information about a Disclosable Matter to an Eligible Recipient (such a disclosure is referred to as a **Qualifying Disclosure**); and
- persons aware of, or involved in responding to, Qualifying Disclosures (or disclosures that might be Qualifying Disclosures).

2. Purpose

The purpose of this Policy is to provide information about:

- the protections available to Eligible Whistleblowers, including protections under the Corporations Law;
- to whom disclosures that qualify for protection under the Corporations Law may be made, and how they may be made;
- how Kaplan will support Eligible Whistleblowers and protect them from detriment;
- how Kaplan will investigate disclosures that qualify for protection under the Corporations Law;
- how Kaplan will ensure fair treatment of employees of Kaplan who are mentioned in disclosures that qualify for protection under the Corporations Law, or to whom such disclosures relate; and
- how this Policy is to be made available to officers and employees of Kaplan.

3. Policy Statement

Kaplan is committed to ensuring lawful, honest and ethical conduct by its officers and employees in all its business activities. Kaplan encourages the timely disclosure of misconduct or other wrongdoing through the appropriate channels.

Whistleblowers may be entitled to legal protections in respect of their disclosures. To qualify for protection under the Corporations Law, an Eligible Whistleblower must disclose a Disclosable Matter to an Eligible Recipient.

Employees or officers who have issues, queries or concerns regarding this Policy should contact the persons authorised by Kaplan to receive Qualifying Disclosures (see para 9). If those persons cannot assist, they may escalate the matter to Kaplan's Legal team.

4. Definitions

The following terms and definitions are applicable to this Policy:

Corporations Act means the *Corporations Act 2001* (Cth).

Corporations Law means Part 9.4AAA of the Corporations Act.

Disclosable Matter is defined in para 6 of this Policy.

Eligible Recipient is defined in para 9 of this Policy.

Eligible Whistleblower is defined in para 5 of this Policy.

Kaplan means Kaplan Australia Pty Limited and its associated entities (as defined in s 50AAA of the Corporations Act) registered in Australia.

Qualifying Disclosure is defined in para 1 of this Policy.

5. Who is an Eligible Whistleblower?

An **Eligible Whistleblower** is an individual who is, or has been, any of the following:

- (a) an officer of Kaplan;
- (b) an employee of Kaplan;
- (c) an individual who supplies services or goods to Kaplan (whether paid or unpaid);
- (d) an employee of a person who supplies services or goods to Kaplan (whether paid or unpaid);
- (e) an individual who is an associate (defined in s 11 of the Corporations Act) of Kaplan;
- (f) a relative (defined in s 9 of the Corporations Act) of an individual referred to in any of paragraphs (a) to (e) above;
- (g) a dependent of an individual referred to in any of paragraphs (a) to (e) above, or of such an individual's spouse; or
- (h) is prescribed by the regulations for the purposes of the Corporations Law.

For the avoidance of doubt, a student of Kaplan is not an eligible whistleblower in that capacity.

6. What is a Disclosable Matter?

Information is about a **Disclosable Matter** if the discloser has reasonable grounds to suspect that the information concerns misconduct, or an improper state of affairs or circumstances, in relation to Kaplan or Kaplan's related body corporate (defined in s 9 of the Corporations Act).

If that suspicion was incorrect, but nevertheless held on reasonable grounds, the Eligible Whistleblower may still qualify for protection under the Corporations Law.

Without limitation, information is about a Disclosable Matter if the discloser has reasonable grounds to suspect that the information indicates that any of the following:

- (a) Kaplan, or an officer or employee of Kaplan; or
- (b) a related body corporate of Kaplan, or an officer or employee of a related body of Kaplan,

has engaged in conduct that:

- (c) constitutes an offence against, or a contravention of, a provision of any of the following:
 - i) the Corporations Act;

- ii) the *Australian Securities and Investments Commission Act 2001* (Cth);
 - iii) the *Banking Act 1959* (Cth);
 - iv) the *Financial Sector (Collection of Data) Act 2001* (Cth);
 - v) the *Insurance Act 1973* (Cth);
 - vi) the *Life Insurance Act 1995* (Cth);
 - vii) the *National Consumer Credit Protection Act 2009* (Cth);
 - viii) the *Superannuation Industry (Supervision) Act 1993* (Cth);
 - ix) an instrument made under an Act referred to in any of subparagraphs (i) to (viii) above;
- (d) constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more;
- (e) represents a danger to the public or the financial system; or
- (f) is prescribed by the regulations for the purposes of the Corporations Law.

Without limitation, a Disclosable Matter might relate to:

- illegal conduct, such as theft, dealing in illicit drugs, violence or damage to property;
- fraudulent activity, such as money laundering or misappropriation of funds;
- unethical or corrupt conduct, such as insider trading or offering or accepting a bribe; or
- financial irregularities.

Disclosures that are not about Disclosable Matters do not qualify for protection under the Corporations Law.

7. Exceptions – What is not a Disclosable Matter?

Generally, a Disclosable Matter does not include a personal work-related grievance.

A **personal work-related grievance** concerns a grievance in relation to an Eligible Whistleblower's employment, or former employment, with Kaplan that has implications for that individual personally.

Examples of a personal work-related grievance include complaints an employee, or former employee, may have concerning:

- the terms and conditions of their employment;
- their engagement, transfer or promotion;
- an interpersonal conflict with another employee, such as bullying;
- any disciplinary or performance management process; or
- the suspension or termination of their employment.

Kaplan has separate workplace policies for dealing with these matters. If required, please contact Kaplan's People & Culture team.

However, a personal work-related grievance that has significant implications for Kaplan, and wider ramifications than for the whistleblower personally, may be a Disclosable Matter. Similarly, where the grievance relates to detrimental conduct suffered by the whistleblower because of making a previous whistleblower disclosure, or seeking legal advice about whistleblower protections, the matter should be reported as a Disclosable Matter.

Without limitation, examples of personal work-related grievances that could be reported as a Disclosable Matter may include:

- Mixed reports, for instance where a concern regarding corporate misconduct or wrongdoing is accompanied by a personal work-related grievance, or a personal work-related grievance includes information about corporate misconduct or wrongdoing.
- Where the matter suggests behaviour or conduct extending beyond the individual's personal circumstances, for instance an individual claim of bullying indicates there may be a systemic or widespread culture of bullying or harassment within Kaplan.
- Kaplan, or its officers or agents, has breached an employment (or other) law punishable by more than 12 months imprisonment, or has engaged in conduct that represents a danger to the public.

If unsure whether a grievance is a Disclosable Matter, or a personal work-related grievance that should be managed through a separate workplace policy, contact the persons authorised by Kaplan to receive disclosures (see para 9). If they cannot assist, they may escalate the matter to Kaplan's Legal team.

8. Public Interest and Emergency Disclosures

In rare circumstances, certain types of disclosures, known as 'public interest disclosures' and 'emergency disclosures' under the Corporations Law, may also be made to a journalist or a State or Federal parliamentarian. There are strict criteria for when this can occur. Eligible Whistleblowers should seek independent legal advice before making a public interest or emergency disclosure.

9. To whom, and how, should a disclosure be made?

To qualify for protection under the Corporations Law, an Eligible Whistleblower must disclose a Disclosable Matter to an Eligible Recipient.

An **Eligible Recipient** includes any of the following:

- (a) an officer or senior manager (as defined in s 9 of the Corporations Act) of Kaplan, or of a related body corporate of Kaplan;
- (b) an auditor, or a member of an audit team conducting an audit, of Kaplan or a related body corporate;
- (c) an actuary of Kaplan or a related body corporate;
- (d) a person authorised by Kaplan to receive disclosures that may qualify for protection under the Corporations Law; or
- (e) a person or body prescribed by the regulations for the purposes of the Corporations Law.

An **officer** or **senior manager** includes, among other persons, a director or secretary of Kaplan or a person who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of Kaplan or who has the capacity to affect significantly Kaplan's financial standing. In Australia, this is likely to include, for example, Kaplan's Managing Director and his or her direct reports.

For the purposes of paragraph (d) above, the **persons authorised by Kaplan** to receive disclosures are the staff members in the following roles:

- Executive Director, People & Culture
- People & Culture Manager
- Financial Controller

Kaplan encourages disclosures to the persons listed above in the first instance so that Kaplan can identify and address issues as early as possible.

Alternatively, disclosures may be made to Kaplan via EthicsPoint by phone (1800 081 409) or online (<https://ghco.alertline.com>). EthicsPoint is hosted by a third-party hotline provider and can be contacted at any time. If you are making a disclosure to EthicsPoint, please state that your disclosure relates to Kaplan in Australia and may be a Qualifying Disclosure under the Corporations Law.

An Eligible Whistleblower may also qualify for protection under the Corporations Law if they report a Disclosable Matter to ASIC, APRA or another Commonwealth authority prescribed for the purposes of s 1317AA of the Corporations Act.

Disclosures made to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of the Corporations Law may also qualify for protection under the Corporations Law, even if the legal practitioner concludes that the disclosure is not about a Disclosable Matter.

It is possible to make disclosures anonymously. Eligible Whistleblowers may choose to remain anonymous.

Anonymous Eligible Whistleblowers are encouraged to remain in communication with Kaplan (for example, using a pseudonym over email) so that Kaplan can clarify information regarding their disclosure (if necessary). However, anonymous Eligible Whistleblowers are not required to do anything that might reveal their identity.

Persons involved in dealing with Anonymous Eligible Whistleblowers should be mindful that the whistleblower may be an external person and must avoid revealing any confidential information.

As stated in para 13, as applicable and where practicable and appropriate, Kaplan will update the Eligible Whistleblower on the investigation process and the outcomes. However, Kaplan is not obligated to provide any particular information to a whistleblower (including confidential information).

10. When making a disclosure, what information should the disclosure include?

Wherever possible, to assist Kaplan to handle a disclosure promptly and appropriately, the following information about a Disclosable Matter should be provided in a clear and factual way:

- The whistleblower's full name and preferred contact details. While there is no requirement for a whistleblower to provide these details, and disclosures can be made anonymously (see para 9), if comfortable doing so this information greatly assists Kaplan to investigate the Disclosable Matter and provide the whistleblower with appropriate protections from any detrimental conduct.
- The entity, business unit or department of Kaplan to which the Disclosable Matter relates.
- The nature of the alleged wrongdoing including, where relevant, details of the person believed to have committed the wrongdoing, or is aware of, or involved in, the wrongdoing.
- When and where the wrongdoing occurred.
- Anyone else who may verify the claim, or possible witnesses.
- If the whistleblower is concerned about any possible victimisation or acts of reprisal for reporting the matter, or has been subject to detrimental conduct for a previous report of a Disclosable Matter, and any assistance or support sought from Kaplan.
- Any relevant supporting information (for instance, emails, documents, file notes or photos).

11. What legal protections are available to Eligible Whistleblowers?

Under the Corporations Law, there are protections available to Eligible Whistleblowers who disclose information about a Disclosable Matter to an Eligible Recipient.

These protections are summarised below.

Identity

In respect of Qualifying Disclosures, the Corporations Law protects the identity of whistleblowers by:

- Allowing whistleblowers to make anonymous disclosures.
- Subject to a handful of exceptions that authorise the disclosure of a whistleblower's identity (including with the whistleblower's consent or to a relevant regulator or the Australian Federal Police, or to a lawyer for the purpose of obtaining advice about the operation of the Corporations Law), making it a criminal and civil penalty offence for a person to whom a disclosure is made, or any other person who has obtained the information directly or indirectly, to disclose:
 - the identity of the whistleblower; or
 - information that is likely to lead to the identification of the whistleblower.
- Prohibiting the disclosure of a whistleblower's identity by the recipient to a court or tribunal.

It is not an offence for a person to disclose information regarding a disclosure without revealing the identity of the whistleblower.

No detriment

In respect of Qualifying Disclosures, the Corporations Law protects whistleblowers (and other persons) from detrimental conduct when a disclosure has been made, is believed or suspected to have been made, or could be made (see para 12).

Detrimental conduct is defined broadly and includes (without limitation) conduct such as:

- Dismissal of an employee.
- Injury of an employee in their employment.
- Alteration of an employee's position or duties to their disadvantage.
- Discrimination between an employee and other employees of the same employer.
- Harassment or intimidation of a person.
- Harm or injury to a person, including psychological harm.
- Damage to a person's property, reputation, business or financial position.

It is both a criminal and civil penalty offence to engage in detrimental conduct due to a belief or suspicion that a Qualifying Disclosure has been made, is believed to have been made, or could be made. Significant criminal and civil sanctions may be imposed.

Liability protection

In respect of Qualifying Disclosures, the whistleblower is granted certain immunities from liability, including:

- The whistleblower is not subject to civil, criminal or administrative liability for making the disclosure.

- No contractual or other remedy may be enforced or exercised against the whistleblower on the basis of the disclosure.

However, there is no immunity from liability for any misconduct the Eligible Whistleblower has engaged in that is revealed in the Qualifying Disclosure. In other words, making a Qualifying Disclosure does not prevent the whistleblower being subject to any civil, criminal or administrative liability for conduct of the whistleblower that is revealed by the disclosure.

12. How will Kaplan support Eligible Whistleblowers and protect them from detriment?

In respect of Qualifying Disclosures, Kaplan will support Eligible Whistleblowers in an appropriate manner based on the circumstances.

Protection of identity

Kaplan will take the following steps to ensure the confidentiality of an Eligible Whistleblower's identity:

- The person receiving the disclosure will seek permission from the whistleblower to share their identity with a restricted number of persons who may be involved in managing, providing advice in respect of or investigating the disclosure. Only persons who have been authorised by the whistleblower will be made aware of the whistleblower's identity or information that is likely to lead to the identification of the whistleblower.
- Where a whistleblower does not give their permission to share their identity, the person receiving the disclosure will disclose the information contained in the disclosure only if:
 - the information does not disclose the whistleblower's identity;
 - they have taken all reasonable steps to reduce the risk that the whistleblower will be identified from the information; and
 - it is reasonably necessary for investigating, and/or obtaining advice on, the issues raised in the disclosure.
- Information relating to the disclosure will be stored confidentially and securely.
- All persons authorised by Kaplan to receive disclosures will be provided with appropriate training about their obligations in respect of the confidentiality of a whistleblower's identity, and how to ensure the security of information and communications in respect of the disclosure.

Eligible Whistleblowers making a disclosure should be aware that people may be able to guess or establish their identity where they:

- Have mentioned to other people they are considering making a disclosure.
- Have complained or raised concerns with other people about the subject matter of the disclosure.
- Are one of a very small number of people with access to the information that is the subject of the disclosure.
- Are disclosing information that has been told to them privately and in confidence.

Protection from detrimental conduct

In addition to protecting the identity of Eligible Whistleblowers, Kaplan is committed to protecting whistleblowers, and other persons, from detrimental conduct, or threats of detrimental conduct, taken because a person believes or suspects that the whistleblower (or another person) has made, may have made, proposes to make, or could make a Qualifying Disclosure.

A person must not:

- Engage in conduct that causes detriment to a whistleblower, or another person, if:
 - the person believes or suspects that the whistleblower (or another person) made, may have made, proposes to make, or could make, a Qualifying Disclosure; and
 - the belief or suspicion is the reason, or part of the reason, for the conduct.
- Threaten to cause detriment to a whistleblower (or another person) in relation to a Qualifying Disclosure. A threat may be implied, express, conditional, or unconditional.

A whistleblower, or other person, who has suffered loss because of detriment suffered in the circumstances described above can seek compensation and other remedies through the courts.

For examples of detrimental conduct, see para 11.

Reasonable management and administrative action conducted in a reasonable manner by Kaplan may be acceptable including (but not limited to):

- Management or administrative action taken to protect the whistleblower or another person from detriment.
- Performance management or disciplinary processes conducted in accordance with Kaplan's workplace policies.

As soon as possible after receiving notification of a Qualifying Disclosure, Kaplan will assess the risk of detriment to the whistleblower, or another person, arising from the disclosure. Where appropriate, strategies will be developed to:

- Explain the support services available to the whistleblower, and other persons, including access to Kaplan's EAP (employee assistance program).
- Assist the whistleblower, and any other person, to manage the stress, time and performance impacts resulting from the disclosure or its investigation.
- Protect the whistleblower, or any other person, from detriment, such as permitting the performance of work from another location, assignment to another role, modifications to the workplace or reporting lines.
- Remind those managing and handling the disclosure and its investigation about their obligations in respect of confidentiality, detrimental conduct, managing conflicts of interest, and the fair treatment of the whistleblower and others mentioned in the disclosure.
- To the extent reasonable in the circumstances, remedy the effects of any detriment already suffered.

13. How will Kaplan investigate disclosures that qualify for protection under the Corporations Law?

Upon receiving a disclosure, Kaplan will:

- Assume initially that the disclosure is a Qualifying Disclosure (pending further review) and take all reasonable steps to ensure the whistleblower's identity is kept confidential, subject to any permissions given by the whistleblower (see para 12).
- Determine whether the disclosure:
 - is a Qualifying Disclosure or, if it is not, whether it is more appropriately managed under a separate workplace policy of Kaplan;

- triggers a requirement for Kaplan to seek legal advice in respect of its legal obligations, including the conduct of a factual investigation into the disclosure to assist in the provision of that advice; and
- relates to a matter that should be investigated, and by whom.
- Assess the risk of any detrimental conduct to the whistleblower, or any other person, because the disclosure has been made.
- Determine whether the disclosure is sufficiently serious to notify an external entity including a regulator or law enforcement agency (it may be permissible to disclose the identity of a whistleblower to ASIC, APRA or the Australian Federal Police).

Where Kaplan determines that a Qualifying Disclosure should be investigated, the investigation process will depend on the matter being investigated. The object of an investigation in this context is to determine whether there is enough evidence to substantiate or refute the matters disclosed.

Kaplan will determine:

- The nature and scope of the investigation.
- The person within or external to Kaplan that will lead the investigation.
- The nature of any technical, financial or specialist advice that may be required to support the investigation.
- Whether it is appropriate for a factual investigation of the matter to be conducted under legal professional privilege.
- The timeframe for the investigation.

Where a Qualifying Disclosure is investigated:

- The investigation will be thorough, objective, fair and, where applicable, preserve the confidentiality of the whistleblower.
- If the whistleblower has chosen to remain anonymous and has not provided a means for Kaplan to contact them, this may limit the investigation processes available to Kaplan. Kaplan may seek further information from the whistleblower to enable a full investigation to be undertaken and/or permission from the whistleblower to share their identity with a restricted number of persons who may be involved in managing or investigating the disclosure (see para 12).
- The investigator will document the nature and scope of their investigation and findings in a report, maintaining confidentiality.
- As applicable and where practicable and appropriate, Kaplan will update the Eligible Whistleblower on the investigation process and the outcomes.
- Kaplan will take reasonable steps to ensure that all records forming part of the investigation are kept confidential and stored securely.

14. How will Kaplan ensure fair treatment of employees of Kaplan who are mentioned in Qualifying Disclosures, or to whom such disclosures relate?

Kaplan is committed to ensuring the fair treatment of employees or other persons who make a Qualifying Disclosure, as well as employees, officers or any other persons about whom a disclosure is made or to whom a disclosure relates.

In respect of Qualifying Disclosures, Kaplan will assess each disclosure on its merits and, to the extent that it is practical and appropriate in the circumstances will:

- Handle all disclosures confidentially.
- Investigate the matter to which the disclosure relates (see para 13).
- Advise an employee who is the subject of a disclosure as and when required by principles of natural justice and procedural fairness, prior to:
 - any external actions being taken, such as referring the disclosure to a regulator or law enforcement agency; and
 - commencing a formal investigation.
- Advise an employee who is the subject of a disclosure about the outcome of any investigation into the disclosure. However, Kaplan is not obligated to provide a copy of the investigation report or associated material.

15. How will this Policy be made available to Kaplan's officers and employees?

Kaplan will make this Policy available to all officers and employees of Kaplan, including by:

- Making new employees aware of it during their induction with Kaplan.
- Making it available on Kaplan's internal staff intranet.
- Making it available on Kaplan's external website (Kaplan.edu.au).
- Conducting specific training on it for the persons authorised by Kaplan to receive disclosures (see para 9).
- Conducting general training on it for officers and employees as part of Kaplan's compliance training modules.
- Referring to it in Kaplan's Supplier Code of Conduct, which is relevant to Kaplan's suppliers and contractors.
- Referring to it in Kaplan's other workplace policies, where relevant.

16. What are the consequences of breaching this Policy?

An employee who breaches this Policy, including (without limitation) breaching an obligation to keep a whistleblower's identity confidential, refusing to participate in or cooperate with an investigation into a disclosure, or engaging in detrimental conduct against a whistleblower or another person, may face a disciplinary process, which could result in the termination of their employment.

17. General

No contractual effect

This Policy does not form part of any contract with Kaplan, including any contract between Kaplan and an employee, supplier or contractor. This contract does not bind Kaplan in any capacity.

Amendment

Kaplan may amend this Policy at its discretion at any time.

Related legislation

The legislation that is relevant to this Policy is Part 9.4AAA of the *Corporations Act 2001* (Cth).

Related policies and other documents

Policies and other documents that are related to this Policy include Kaplan's Supplier Code of Conduct, Global Kaplan policies regarding Anti-Trust Compliance and Anti-Corruption and Sanctions Compliance, and Graham Holdings Company's Code of Business Conduct and Ethics Hotline Poster.

Version Control and Accountable Officers

It is the joint responsibility of the Responsible Officer and the Implementation Officers to ensure compliance with this policy.

Policy Category	Legal			
Responsible Officer	General Counsel			
Implementation Officers	Executive Director, People and Culture, Business Unit - Executive			
Review Date	August 2025			
Approved by:				
Corporate Board				
Version	Authored by	Brief description of the changes	Date Approved	Effective Date
2.0	General Counsel	Revised policy	10 December 2019	10 December 2019
3.0	Senior Legal Counsel	Revised policy	5 September 2023	5 September 2023