



SEEK Limited ACN 080 075 314

## SEEK Group Whistleblower Policy

March 2017

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### 1. Background and Purpose

Whistleblowers are those who sound the alert on danger, malpractice, bribery or corruption or other illegal conduct.

This SEEK Group Whistleblower Policy (the "Policy") outlines the rights of all employees and stakeholders of SEEK Limited ("SEEK") and its subsidiary companies (collectively the "SEEK Group" or the "Group") to:

- report in good faith any perceived wrong doing, impropriety, serious unethical behaviour, legal or regulatory non-compliance or questionable accounting or audit matter; and
- expect and receive protection from any reprisal or detrimental action resulting from such disclosure.

This Policy covers the processes for dealing with disclosures made by employees and stakeholders of suspected improper conduct within the SEEK Group in a confidential and secure manner and is intended to apply to whistleblowers in all countries in which the SEEK Group operates.

SEEK is committed to the highest standards of conduct and ethical behaviour in all of our business activities, and to promoting and supporting a culture of honest and ethical behaviour, corporate compliance and strong corporate governance.

### 2. Scope

This Policy applies to:

- all employees of the SEEK Group, whether full-time, part-time or casual, at any level of seniority and wherever employed;
- employees or principals of organisations which have a commercial relationship with the SEEK Group as customers, suppliers, consultants, advisers, agents or otherwise; and
- members of the communities in which the SEEK Group operates.

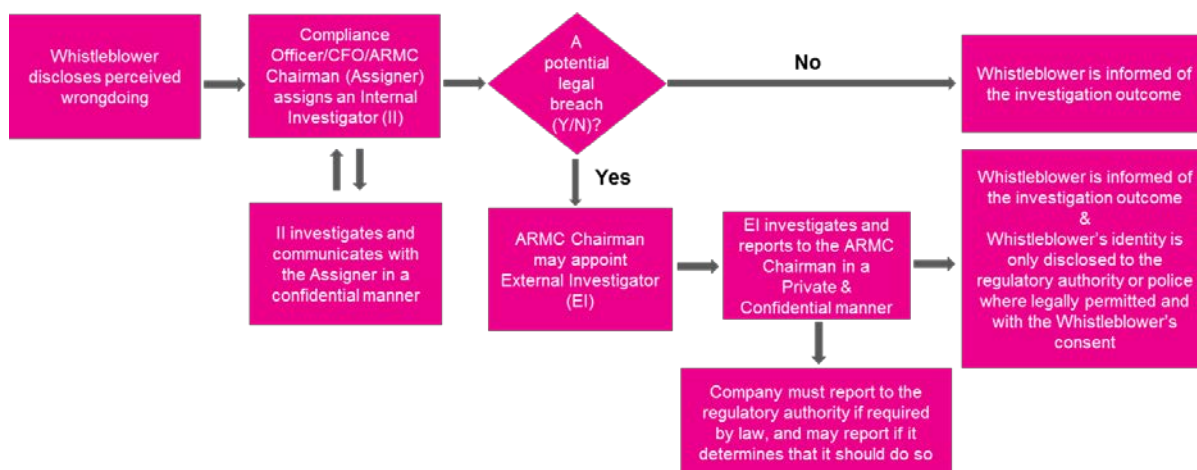
This Policy supplements any other policies applicable to the SEEK Group.

### 3. Responsibility for Policy Compliance and Review

The Group Company Secretary is the Compliance Officer for SEEK and the SEEK Group (the “SEEK Compliance Officer”), and is responsible for the overall administration of this Policy. The SEEK Compliance Officer will monitor the implementation of this Policy and will review on an ongoing basis the Policy’s suitability and effectiveness.

### 4. Policy and Procedure

#### A high level overview of the process



#### A. Reporting

Employees and stakeholders are encouraged to disclose any behaviour, practice or activity that they reasonably believe or perceive to:

- be unethical or improper;
- constitute financial malpractice, impropriety, corruption, bribery or fraud;
- be potentially damaging to SEEK, a SEEK Group employee and/or the SEEK Group's reputation;
- be in breach or potentially in breach of any law or regulation;
- amount to an abuse of authority;
- amount to non-disclosure or manipulation of the internal or external audit process;
- be a breach of the SEEK Group’s Policies or Code of Conduct; or
- involve harassment, discrimination, victimisation or bullying.

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A disclosure can be made:

(1) By email:

Compliance Officers ANZ: <a href="mailto:complianceofficer@seek.com.au">complianceofficer@seek.com.au</a> Brazil: <a href="mailto:compliance@boh.net.br">compliance@boh.net.br</a> Mexico: <a href="mailto:lineaeticaoccmundial@kpmg.com.mx">lineaeticaoccmundial@kpmg.com.mx</a> SEEK Asia: <a href="mailto:whistleblower@seekasia.com">whistleblower@seekasia.com</a> Zhaopin: <a href="mailto:zhuomuninao@zhaopin.com.cn">zhuomuninao@zhaopin.com.cn</a> Online Education Services: <a href="mailto:complianceofficer@oes.edu.au">complianceofficer@oes.edu.au</a>	Chairman of the Audit & Risk Management Committee Email: <a href="mailto:ARMC.Chair@seek.com.au">ARMC.Chair@seek.com.au</a>
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(2) In person to either the Local Compliance Officer or Human Resources Manager, the SEEK Compliance Officer, the Group Chief Financial Officer, the Group Human Resources Manager or the Chairman of the SEEK Audit and Risk Management Committee (“ARMC”).

All disclosures made under this Policy will be documented and investigated promptly, initially by an internal investigator.

In making a disclosure under this Policy, employees and stakeholders must act in good faith on a genuine belief that there has been wrongdoing, and not for any malicious purpose. Where it is determined that a disclosure is made by an employee falsely or for a malicious purpose, the SEEK Group reserves the right to take disciplinary action against the disclosing employee.

Employees and stakeholders disclosing wrongdoing will be protected and the investigation will be conducted in accordance with the principles of fairness and natural justice.

## **B. Internal Investigation**

The internal investigator is required to:

- act impartially and document the disclosure;
- conduct all interviews; and
- report on the results of the investigation and any recommendations.

All investigations will be carried out as quickly as is practicable.

All serious disclosures will be drawn to the attention of the Chairman of the ARMC (maintaining confidentiality at all times) and progress of the investigation will be reported to the Chairman of the ARMC. If the disclosure is the subject of an internal investigation which reveals genuine issues to be addressed by the SEEK Group, the ARMC will instruct management to take remedial action.

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### **C. External Investigation**

If an internal investigator determines that there is an activity or conduct within the SEEK Group which is potentially illegal, the Chairman of the ARMC may decide to engage an external investigator.

In this event:

- a) The discloser will be afforded appropriate protection and the SEEK Group will, to the extent it can do so and is legally permitted, keep in confidence the identity of the discloser.
- b) The matter may be reported to the relevant regulatory authority or police agency.
- c) The identity of the disclosing employee or stakeholder will only be disclosed to the relevant regulatory or police agency on the basis that, where legally permitted, the employee or stakeholder's identity will be kept confidential.
- d) Disclosure of the identity of the disclosing employee or stakeholder to any other organisation or person will require the consent of the disclosing person.
- e) The internal investigator will also ensure that the matter is reported to the ARMC.

### **D. After a disclosure is made**

The discloser will always be informed of the outcome at the conclusion of the investigation. The SEEK Group will not tolerate any reprisals against employees or stakeholders who have made a disclosure of any matter under this Policy where the discloser has acted in good faith and on a genuine belief or perception of wrongdoing, and on reasonable grounds. The SEEK Group will act in the best interests of a discloser to protect them from any victimisation, adverse reaction or intimidation, and commits to ensure confidentiality (to the extent permitted by law) and fairness in all matters raised under this Policy.