

Whistleblower Policy

Keybridge Capital Limited
ACN 088 267 190 (**Keybridge**)

Policy

1. Introduction

- 1.1 Keybridge Capital Limited (Keybridge or the Company) including its associated entities) (the Group) is committed to encouraging and supporting ethical and responsible behaviour. The Group recognises the important role whistleblowing can play in the early detection of misconduct. The Group also recognises that individuals who are considering disclosing misconduct may fear retribution or other detriment and require an assurance of protection.

2. Purpose

- 2.1 The purpose of this Policy is to establish an internal reporting system which ensures protections for individuals who disclose misconduct and encourages employees and our partners to report known or suspected misconduct.

3. Definitions

- 3.1 In this Policy:

'eligible whistleblower' (and as defined in the Corporations Act 2001 (Cth) (the Act) means any of the following:

- (i) a director, company secretary or employee of a Group entity;
- (ii) a person who supplies services or goods to a Group entity (whether paid or unpaid) or an employee of such a person;
- (iii) a relative of an individual referred to in paragraph (i) or (ii);
- (iv) a dependant of an individual referred to in any of paragraphs (i), (ii) or (iii), or of such an individual's spouse;

'misconduct' means conduct which amounts to any of the following:

- a) fraud, negligence, default, breach of trust or breach of duty in relation to a Group entity;
- b) an improper state of affairs or circumstances in relation to a Group entity;
- c) conduct in breach of a Group policy or procedure;
- d) conduct which constitutes a contravention of or an offence against any state or federal law;
- or
- e) conduct which represents a danger to any person.

4. Protected Disclosures under this Policy

4.1 Disclosures with qualify for protection

A disclosure of information by an employee is protected under this Policy if the employee has reasonable grounds to suspect that the information concerns or indicates **misconduct** in relation to a Group entity and the disclosure is made in accordance with this Policy (**Protected Disclosure**)

4.2 How to make Protected Disclosures

There are several channels available for making a Protected Disclosure under this Policy:

- a) if you are an employee of a Group entity, your supervisor or manager is eligible to receive Protected Disclosures. The supervisor or manager must then report the information disclosed to a Protected Disclosure Officer in accordance with the confidentiality protocols detailed in this Policy.

- b) The Group's Protected Disclosure Officers are eligible to receive Protected Disclosures. The Group's Protected Disclosure Officers are the Chairman and Company Secretary, who may be contacted on cosec@keybridge.com.au.
- c) If the Protected Disclosure in some way implicates the Chairman or the Company Secretary then the disclosure should be made to the Chair of Audit & Risk Committee or where there is no such Committee, it should be reported to an Independent Non-Executive Director in writing marked private and confidential.

A person making a Protected Disclosure may advise that they wish to remain anonymous or place restrictions on who knows their identity. The Group will comply with these requests and will still make best endeavours to investigate an anonymous disclosure. However, there may be limitations in investigating a disclosure where a whistleblower does not consent to disclosure of their identity.

5. Confidentiality of a Whistleblower's identity

- 5.1 The Group will take disciplinary action, which may include dismissal, against any person who makes an unauthorised disclosure of the identity of a person who makes a Protected Disclosure under this Policy or of information that is likely to lead to the identification of that person.
- 5.2 It is an offence under the Act for a person who has directly or indirectly obtained information about the identity of a person who has made a Protected Disclosure, to disclose the identity of that person or information that is likely to lead to the identification of that person, without authorisation.

6. Duties of Employees in relation to Misconduct

- 6.1 Employees of the Group who become aware of known or suspected cases of misconduct are expected to report that information by making a Protected Disclosure under this Policy.

7. Investigation of Misconduct

- 7.1 The Protected Disclosure Officers are responsible for receiving, forwarding and acting upon disclosures made under this Policy.
- 7.2 The Protected Disclosure Officers will:
 - a) at the earliest opportunity and within no more than 14 days after receipt of a Protected Disclosure, except where the person has chosen to remain anonymous, clearly explain to the person making the disclosure what will happen in relation to the information received;
 - b) when requested, make arrangements to ensure that disclosures can be made privately and, if necessary, away from the workplace;
 - c) reduce to writing and date any disclosures received orally;
 - d) determine the appropriate action to be taken in relation to a disclosure, for example:
 - i) no action;
 - ii) conduct, or request that another staff member conduct, a preliminary or informal investigation;
 - iii) request that another person take responsibility for dealing with the disclosure;
 - iv) conduct a formal investigation or request that another staff member or external party conduct a formal investigation;
 - v) referral to an external authority, such as the police, for investigation or other appropriate action; or
 - vi) make a recommendation to the Chair of Audit & Risk Committee or where there is no such Committee, to an Independent Non-Executive Director regarding disciplinary action.
 - e) deal with disclosures impartially;

- f) report to the Chair of Audit & Risk Committee or where there is no such Committee, to an Independent Non-Executive Director on the findings of an investigation and recommended action;
- g) take all necessary and reasonable steps to ensure that the identity of persons who make disclosures, and the subjects of disclosures, are kept confidential; and
- h) support persons who make disclosures noting that the Group may not be able to extend the full level of protections and support to persons who are not employed by the Group.

7.3 All information relating to a Protected Disclosure and its investigation will be retained under strict security and confidentiality. Unauthorised release of information to someone not involved in the investigation without the consent of the whistleblower will be a breach of this Policy except where the disclosure is required by law or it is appropriate to make the disclosure to a regulator.

7.4 Fair treatment of individuals mentioned in Protected Disclosures

Where investigations or other enquiries do not substantiate a Protected Disclosure, the fact the enquiry has been carried out, the results of the enquiry, and the identity of any person the subject of the disclosure will remain confidential, unless the subject of the disclosure requests otherwise.

Subject to compliance with any legal requirements, an employee who is the subject of a Protected Disclosure has the right to:

- a) be informed as to the substance of the allegations;
- b) be given a reasonable opportunity to put their case (either orally or in writing) to the Protected Disclosure Officer; and
- c) be informed of the findings in respect of the Protected Disclosure.

8. Protection of Misconduct

8.1 If a person causes you any detriment or threatens to cause you detriment because that person believes or suspects that you have made, propose to make or could make a Protected Disclosure under this Policy or the Act, you must immediately either inform your supervisor or bring the allegations to the attention of a Protected Disclosure Officer.

8.2 All employees must abstain from any activity that is or could be perceived to be victimisation or harassment of persons who make disclosures under this Policy. The Group will take disciplinary action, which may include dismissal, against any person who causes detriment or threatens to cause detriment to a person because they believe or suspect that the person has made, proposes to make or could make a Protected Disclosure under this Policy.

8.3 For the purposes of this Policy, 'detriment' means dismissal, injury of an employee in his or her employment, alteration of an employee's position or duties to his or her disadvantage, discrimination, harassment, intimidation, harm or injury to a person including psychological harm, damage to a person's property, reputation, business or financial position, and any other damage to a person.

8.4 The Act provides that a court may order a person who causes detriment to a whistleblower to pay the whistleblower compensation in respect of any loss or damage suffered.

8.5 Protection against actions

A person who makes a disclosure which qualifies for protection under this Policy, is not subject to any liability for making the Protected Disclosure and no action, claim or demand may be taken or made of or against the person for making the disclosure. A person who has made a Protected Disclosure is taken not to have committed any offence against any legislation which imposes a duty to maintain confidentiality with respect to any information disclosed.

9. Notification of Findings

- 9.1 Subject to any confidentiality restrictions or other legal requirements and provided a person who makes a Protected Disclosure has not chosen to remain anonymous, the person will be notified, within six months of the disclosure being made, of the Group's findings in respect of the disclosure.
- 9.2 The findings may be that an allegation has been fully substantiated, partially substantiated, is not able to be substantiated or is disproven.
- 9.3 If a Protected Disclosure is made in accordance with this Policy, the Protected Disclosure Officer (or if applicable, the Chair of the Audit & Risk Committee) is responsible for the six month notification to the person who made the disclosure.

10. Protected Disclosures under the Corporations Act

- 10.1 Part 9.4AAA of the Act provides special protection to disclosures made by whistleblowers where the conditions detailed in the Act are satisfied. Section 1317AA details the conditions under which a disclosure qualifies for protection under the Act. The conditions broadly relate to a disclosure being made:
 - a) by an eligible whistleblower; and
 - b) to an eligible recipient; and
 - c) about information which is a disclosable matter under the Act.
- 10.2 The information in this Policy regarding to whom disclosures that qualify for protection under this Policy may be made, how the Group will investigate disclosures that qualify for protection and how the Group will ensure fair treatment of employees who are mentioned in disclosures that qualify for protection or to whom such disclosures relate, applies equally to a disclosure which qualifies for protection under Part 9.4AAA of the Act.
- 10.3 Aside from making a disclosure under this Policy, individuals are free to make a Protected Disclosure at any time directly to an external party, such as ASIC, APRA and the Australian Federal Police, as provided for in Part 9.4AAA of the Act or under any other law.

11. Access to this Policy

- 11.1 This Policy will be made available in the Corporate Governance section of the Group's website or a copy may be obtained from a Protected Disclosure Officer.

12. Training

- 12.1 The Company will provide employees with a copy of this Policy and where necessary will arrange for training of employees in respect of their rights and obligations under this Policy and will provide training to managers and others who may receive disclosures made under this Policy on how to handle those disclosures.

13. Review

- 13.1 This Policy and related procedures shall be reviewed periodically by the Board to ensure that whistleblower reports are being appropriately recorded, investigated and responded to and to consider whether any changes are required to the Policy or procedures.

This policy was approved and adopted by the Board on 7 January 2022.