

WHISTLEBLOWER POLICY

Date: July 2021

1. PURPOSE AND INTRODUCTION

- 1.1. Kelly Partners Group Holdings Limited ACN 124 908 363 (**Company**) and its related entities as defined in the *Corporations Act 2001* (collectively the **Group**) is committed to providing a workplace conducive to open discussions of our business practices, and is committed to comply with the laws and regulations to which we are subject to. This Policy forms a critical component of the Company's core value of being the trusted advisor to our clients. Accordingly, the Company will not tolerate conduct that is in violation of such laws or regulations.
- 1.2. The Whistleblower Policy (**Policy**) has been implemented to ensure the Group's employees, and other Disclosers, can raise concerns regarding misconduct (including unethical, illegal, corrupt or other inappropriate conduct), or an improper state of affairs or circumstances, without being subject to any victimisation, harassment or discriminatory treatment.
- 1.3. The purpose of this Policy is to set out:
 - a) who is entitled to protection as a whistleblower;
 - b) what protections whistleblowers are entitled to; and
 - c) how disclosures made by the whistleblower in accordance with this Policy will be handled by the Company.
- 1.4. This Policy will be available on the Company's intranet. It is a condition of employment or engagement by any entity of the Group that all employees, officers and contractors comply with this Policy at all times. This Policy does not form part of any employment contract or agreement between the person and any entity of the Group.

2. SCOPE – WHO DOES THIS POLICY APPLY TO?

- 2.1. This Policy applies to a **'Discloser'** which is any person who is, or has been, any of the following:
 - a) officers or employees of the Group;
 - b) contractor or supplier of goods and services to the Group (or their current or former employees);
 - c) associates of the Group; and
 - d) family members of an individual in one of the categories above.
- 2.2. A Discloser will only be treated as a **'Whistleblower'** under this Policy where they make a disclosure as set out in Part 3.

3. MAKING A DISCLOSURE

3.1. What matters should be disclosed?

- 3.1.1. **'Reportable Conduct'** means any conduct that involves:
- a) dishonest or fraudulent behaviour;
 - b) misconduct or an improper state of affairs or circumstances in relation to the Group including:
 - o substantial mismanagement of the Group's resources;
 - o unsafe work practices or any behaviour which poses a serious risk to the health and safety of any person in the workplace; and
 - o conduct that amounts to an abuse of authority;
 - c) illegal conduct (including theft, fraud, corruption, bribery, harassment, violence, intimidation, dealing in or use of illicit drugs and criminal damage against property);
 - d) a danger to the public (including public health, safety or the environment);
 - e) a breach of any legislation relating to the Group's operations such as the *Corporations Act 2001*; or
 - f) a breach of the Company's policies.
- 3.1.2. A Discloser should only make a disclosure where they have reasonable grounds to suspect that Reportable Conduct has occurred or is occurring within the Group (including conduct by an officer or employee of the Group). **Reasonable grounds** means that a reasonable person in your position would also suspect the information indicates misconduct or a breach of the law. A Discloser that does not have reasonable grounds to suspect Reportable Conduct may not have the protections available for Whistleblowers that are set out in Part 4.
- 3.1.3. A Discloser will likely not be protected under the Policy as a Whistleblower where their disclosure relates solely to challenging management decisions or questioning the business judgement of the Company. Such a disclosure is unlikely to meet the definition of Reportable Conduct in this Policy.
- 3.1.4. Disclosers must not make a report or disclosure that is false or misleading. Where it is found that this has occurred, it will be treated as a serious matter and the Discloser may be subject to disciplinary action.
- 3.1.5. Personal Work-Related Grievances are not covered by this Policy and should be dealt with in accordance with the relevant Company policy (see Complaint Procedure). **'Personal Work-Related Grievances'** means a grievance about any matter relating to the Discloser's employment, or former employment, having (or tending to have) implications for the Discloser personally that does not have broader implications for the Company or the Group.

3.1.6. Examples of Personal Work-Related Grievances include:

- a) an interpersonal conflict between employees of the Group,
- b) a decision relating to the employment, transfer or promotion of a Discloser;
- c) a decision relating to the terms and conditions of engagement of the Discloser;
- d) a decision to suspend or terminate the engagement of the Discloser, or otherwise to discipline the Discloser.

3.2. Who should a disclosure be made to?

3.2.1. The Company has appointed Whistleblower Officers, who are the CEO and Chairman Brett Kelly, whose role it will be to ensure that the interests of the Whistleblower are safeguarded. The Whistleblower Officers will also ensure the integrity of the reporting mechanism. A disclosure involving or in relation to the CEO should be made to Paul Kuchta (Executive Director).

3.2.2. A disclosure of Reportable Conduct should be made by a Discloser to a Whistleblower Officer.

3.2.3. Where a Discloser is making a disclosure, they should first inform the person to whom they are making a disclosure to that they wish to make a disclosure under this Policy.

3.2.4. A Discloser may also make a disclosure regarding Reportable Conduct to other eligible recipients under the applicable whistleblower legislation including an officer or senior manager of the Company or internal or external auditors of the Company. Subject to the confidentiality and anonymity requirements in Part 4 below, details of a disclosure may be passed on to a Whistleblower Officer (where a disclosure has not been made directly to them).

4. SUPPORT AND PROTECTIONS FOR DISCLOSERS

4.1. Confidentiality

The identity of a Whistleblower (or information that is likely to lead to their identity becoming known) must be kept confidential unless the Whistleblower consents to the disclosure. This general rule will apply except where disclosure is required by law, regulatory authorities or law enforcement agencies or where disclosure is made to a legal practitioner for the purpose of obtaining legal advice in relation to the operation of whistleblowing protection laws.

4.2. Anonymity

A report under this Policy can be made anonymously. If a Discloser does not share their identity, the Company will assess the disclosure in the same way as if they had revealed their identity. However, where an anonymous report does occur, it may be difficult for the Company to properly investigate or take other action to address the matters disclosed in the anonymous report.

4.3. Prohibition against Detrimental Conduct

4.3.1. The Company strictly prohibits any Detrimental Conduct (or the threat of Detrimental Conduct) against any person for a reason which includes that they are or any other person:

- a) is or proposes to be a Whistleblower, or
- b) is suspected or believed to be, or could be, a Whistleblower

4.3.2. **'Detrimental Conduct'** means any actual or threatened conduct that could cause a detriment including but not limited to:

- a) dismissal of an employee;
- b) injury of an employee in his or her employment;
- c) alteration of an employee's position or duties to his or her disadvantage;
- d) discrimination between an employee and other employees of the same employer;
- e) harassment or intimidation of a person;
- f) harm or injury to a person, including psychological harm;
- g) damage to a person's property, reputation or business or financial position;
- h) any other damage to a person.

4.3.3. The Company will take reasonable steps to protect a person from Detrimental Conduct and will take appropriate action where such conduct is identified. This protection does not extend to situations where:

- a) the Whistleblower may have been involved in or connected to the misconduct or illegal activities that are the subject of the disclosure; and / or
- b) a Discloser does not have reasonable grounds to suspect Reportable Conduct has occurred or is occurring.

4.3.4. Any person who is concerned that they may be or are being subjected to Detrimental Conduct should report this to the Whistleblower Officer.

5. INVESTIGATIONS OF DISCLOSURES

Where a disclosure is made which may fall under this Policy, the Company will take the following steps (except where in the opinion of the Whistleblower Officer it would be inappropriate or unreasonable to do so):

5.1. Information regarding disclosure passed on to Whistleblower Officer

5.1.1. Any person referred to in Part 3 who receives a disclosure of Reportable Conduct will provide this information to the Whistleblower Officer as soon as practicable. This person will ensure that any information which identifies, or may identify, the Whistleblower is removed prior to them providing details

of the disclosure to the Whistleblower Officer (unless the Discloser has provided their consent).

5.2. Assessment of disclosure

5.2.1. After receiving information about a disclosure, the Whistleblower Officer will determine whether or not the disclosure falls under this Policy. If it does, and the Whistleblower Officer considers the disclosure warrants investigation, then the Whistleblower Officer will appoint a person who is independent of the person against whom an allegation has been made to conduct an investigation into the disclosure (the **Investigator**).

5.2.2. The Investigator appointed may be an external expert, or may be someone from within the Group.

5.3. Conducting the investigation

5.3.1. All investigations will be independent, objective and fair and will be conducted in a timely manner. The Whistleblower Officer will, where possible and as appropriate, provide feedback to the Whistleblower regarding a timeframe for, and progress of, the investigation.

5.3.2. The Company will ensure the fair treatment of employees who have had allegations made against them as part of a disclosure. Any person who has had an allegations made against them as part of a disclosure will be informed of this, and provided with the opportunity to respond to the allegation. Where allegations have been made against an employee or officer of the Group, no action will be taken against them until such allegations have been substantiated by the investigation.

5.4. Outcome of investigation

5.4.1. The investigation may conclude with a report from the Investigator. Such a report will include findings regarding any allegations and a summary of the evidence on which the findings are based.

5.4.2. To the extent permitted by law, the Whistleblower Officer may where they consider it appropriate inform the Whistleblower and / or any person against whom an allegation has been made of the findings.

5.4.3.

6. BREACH OF POLICY

6.1. Any breach of this Policy by an employee, officer or contractor of the Group will be taken very seriously, and may be the subject of a separate investigation and / or disciplinary action up to and including termination.

6.2. Conduct that constitutes a breach of this policy may also amount to a civil or criminal contravention of applicable Australian whistleblower legislation, with significant penalties applying.

7. MONITORING, REVIEW AND TRAINING

- 7.1. This Policy will be reviewed periodically. Training on this Policy forms part of the induction process for all new employees. All existing employees, officers or contractors will receive regular, relevant training on how to implement and adhere to this Policy. In addition, all employees, officers and contractors may be asked to formally accept conformance to this Policy on a periodic basis.

- 7.2. The Board has overall responsibility for ensuring this Policy complies with the Company's legal and ethical obligations, and that all those under the Company's control comply with it. Management at all levels are responsible for ensuring those reporting to them are made aware of and understand this Policy and are given adequate and regular training on it.