



Whistleblower Policy

1 What is the purpose of this Policy?

The Company and its subsidiaries (“Company”) are 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 good corporate governance.

The Company encourages the reporting of any instances of suspected unethical, illegal, fraudulent or undesirable conduct involving Company businesses, and will ensure that those persons who make a report shall do so without fear of intimidation, disadvantage or reprisal. The Company is committed to ensuring that such persons will not suffer detriment for making a report under this Policy (“Report”) or assisting in an investigation conducted under this Policy.

This Policy applies to current or former:

1. Officers and employees of the Company and its subsidiaries (together the “Group”);
2. Suppliers, contractors and their employees (whether paid or unpaid) of the Group;
3. Individuals who are associates of the Group; and
4. Relatives and dependants of the individuals in (i)-(iii) above (including a dependant of any such individual’s spouse),

(jointly and severally potential “Whistleblowers”)

The current Whistleblower Protection Officer for the Company is Patrick McCole who can be reached at patrick.mccole@genmingroup.com.

2 What Concerns should be Reported?

Anyone with information about Potential Misconduct is encouraged to Report that information to a Whistleblower Protection Officer. If in doubt, speak up and make a Report.

3 What is Potential Misconduct?

Whistleblowers are encouraged to make a report if you believe that a Group director, officer, employee, contractor, supplier, tenderer or other person who has business dealings with a Group member has engaged in Potential Misconduct which:

- **Potential Misconduct** is any suspected or actual misconduct or improper state of affairs or circumstances in relation to the Company.



This will include conduct in relation to an employee or officer of the Company.

- You should make a Report even if you are unsure if something is Potential Misconduct.
- Potential Misconduct does **not** generally include **personal work-related grievances**.
- Personal work-related grievances are grievances relating to your employment that have implications for you personally (such as a disagreement between you and another employee or a decision about your promotion).
- Generally, these grievances should be raised with the Company Secretary to allow those issues to be resolved most effectively.

Examples of Potential Misconduct include, but are not limited to:

- breach of laws or regulations;
- breach of the Code of Conduct or other Group policies, standards or codes;
- criminal activity;
- bribery or corruption;
- conduct endangering health and safety, or causing damage to the environment;
- dishonest or unethical behaviour;
- information that indicates a danger to the public or to the financial system;
- conflicts of interest;
- anti-competitive behaviour;
- victimisation or harassment;
- financial fraud or mismanagement;
- insider trading;
- unauthorised use of the Company's confidential information;
- conduct likely to damage the Group's financial position or reputation; and
- deliberate concealment of the above.

4 Who can Make a Report?

Anyone with information about Potential Misconduct is encouraged to make a Report. This includes all of the Company's current and past employees, directors, suppliers and associates.

The Company is committed to protecting Whistleblowers and anyone else within the Group who is presiding over or assisting with an investigation from suffering Detriment.

5 Who should I tell?

- A Whistleblower should make a Report in the first instance to the Whistleblower Protection Offer; or



- A Whistleblower may also make a report to either:
 - (i) ASIC or APRA (or other applicable government authority); or
 - (ii) a legal practitioner for the purpose of obtaining legal advice or representation on the operation of the whistleblower provisions under the Corporations Act.

However, where possible, we encourage all Whistleblowers to make Reports in the first instance to the Whistleblower Protection Officer. This will better facilitate the Group company's investigation of the matter and protection of the Whistleblower's identity and wellness.

- Where any person other than a Whistleblower Protection Officer has received a Report from a Whistleblower, the Company requests that such persons:
 - - (i) treat the Report, to the extent possible, as if they were a Whistleblower Protection Officer; and
 - (ii) refer the Report immediately to a Whistleblower Protection Officer of the relevant Group company for the Report to be appropriately managed and investigated.

In such instances, to the extent possible, the Reports will be treated as having been disclosed for the first time to the Whistleblower Protection Officer and that Whistleblower Protection Officer must treat it as such, so that the Whistleblower might have the benefit of the statutory protections under the Corporations Act and the Company will be better placed to support the Whistleblower.

6 What information should I provide?

You should provide as much information as possible, including details of the Potential Misconduct, people involved, dates, locations and if any more evidence may exist.

When making a Report you will be expected to have reasonable grounds to believe the information you are disclosing is true, but you will not be penalised if the information turns out to be incorrect. However, you obviously must not make a Report that you know is not true or is misleading. Where it is found that a person has knowingly made a false or misleading Report, this will be considered a serious matter and will result in disciplinary action.

7 Can I make an anonymous report?

You can make an anonymous report if you do not want to reveal your identity. However, we encourage you to provide your name because it will make it easier to investigate and address your Report.



If you do not provide your name, any investigation will be conducted as best as possible in the circumstances. However, an investigation may not be possible unless sufficient information is provided, and it may make it difficult to offer you the same level of practical support if we do not know your identity.

If you do provide your name, it will only be disclosed if you provide your consent, or in exceptional circumstances where the disclosure is allowed or required by law (e.g. in dealings with a regulator). If you have concerns about this, you can discuss this with the Whistleblower Protection Offer.

8 What protections exist if I make a Report under the Policy?

8.1 Protecting your identity

The Company will look to protect the identity of people who make a Report. Your identity (and any information the Company has because of your report that someone could likely use to work out your identity) will only be disclosed if you give your consent to the Company to disclose that information or in exceptional circumstances where the disclosure is allowed or required by law. If disclosed, all recipients must keep the identity of the Whistleblower (including information likely to identify them) confidential.

On-disclosures of Reports is only authorised to:

- (a) ASIC, APRA (or other applicable government authority) or a member of the AFP;
- (b) a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the Corporations Act whistleblower provisions;
- (c) anyone who reasonably requires the information to investigate the matter; or
- (d) someone else with the consent of the Whistleblower.

For the purposes of any on-disclosure to someone investigating the matter, there will be no offence if the person making the on-disclosure took all “reasonable steps” to reduce the risk that the Whistleblower will be identified.

On-disclosures to courts or tribunals must not disclose a Whistleblower’s identity (or any information likely to identify them) except where:

- (a) it is necessary to do so to give effect to the Corporations Act whistleblower provisions; or
- (b) the court or tribunal thinks it necessary in the interests of justice.



8.2 Protecting you from detriment

No person may cause detriment to someone else (or threaten to do so) because of a belief that person has made a Report under this Policy. Examples of detriment include dismissal, discrimination, harassment, intimidation, causing physical or psychological harm, reputational damage, damaging property, and varying an employee's role or duties.

You should tell a Whistleblower Protection Officer if you or someone else, is being, or has been subject to detrimental conduct. The Company will treat this very seriously.

Any person involved in detrimental conduct will be subject to disciplinary action. In some circumstances, this may also be a criminal offence punishable by imprisonment.

8.3 Other protections available

The Company is committed to making sure that you are treated fairly and do not suffer detriment because you make a Report. The protections offered will depend on things such as the Potential Misconduct and people involved. Protections may include the following:

- monitoring and managing the behaviour of other employees;
- relocating employees (which may include the people alleged to have been involved in the Potential Misconduct) to a different division, group or office;
- offering you a leave of absence or flexible workplace arrangements while a matter is investigated; and/or
- rectifying any detriment that you have suffered.

The Company will look for ways to support all people who make a Report under this Policy, but it will of course not be able to provide non-employees with the same type and level of support that it provides to employees. In all cases, the Company will seek to offer as much support as practicable.

8.4 Monitoring the welfare of Whistleblowers

The Whistleblower Protection Officer will take reasonable steps to maintain processes to monitor the welfare of Whistleblowers under this Policy in order to ensure the effectiveness of the protections offered under the Policy.

The Whistleblower Protection Officer will report to the Board annually on the effectiveness of the Policy and Whistleblower well-being.



9 How will the Company respond to a report?

9.1 Conduct of the investigation

The Group relies on employees to help it achieve its commitment to foster a culture of corporate compliance, ethical behaviour and good corporate governance.

All Reports made under this Policy will be received and treated sensitively and seriously, and will be dealt with promptly, fairly and objectively.

- The Company's response to a Report will vary depending on the nature of the Report and the amount of information provided. Your report may be addressed and resolved informally (such as assisting employees to change their behaviour) or through formal investigation.
- While Speaking Up does not guarantee a formal investigation, all Reports will be properly assessed and considered by the Company and a decision made as to whether they should be investigated.
- Any investigations commenced will be conducted in a timely manner and will be fair and independent from any persons to whom the Report relates. All employees and contractors must cooperate fully with any investigations.
- When appropriate, a person being investigated will be provided with details of the Report that involves them (to the extent permitted by law) and be given an opportunity to respond.
- Where an investigation identifies a breach of the Company's Code of Conduct or internal policies or procedures, appropriate disciplinary action will be taken. This may include but is not limited to terminating or suspending the employment or engagement of the person(s) involved in the misconduct.

If a Whistleblower is dissatisfied with the manner in which their Report has been dealt with and/or the outcome of the investigation, the Whistleblower can escalate the matter to:

- the Managing Director, Chair or Board; or
- ASIC's Office of the Whistleblower, using the online form available on its website.

10 Training

The Group will provide training for employees about this Policy and their rights and obligations under it.

The Group will provide training for managers and other personnel who may be likely to receive reports about this Policy and how to respond to Reports.



11 Reporting

The Board will receive a summary of reports made under this Policy on regular basis. The Board will be provided additional information about any material incidents raised.

The Board will be provided with an annual report on whistleblowing, which will include information on:

- the number and nature of Reports made;
- whether there are any discernible patterns or trends;
- the significance of the matters raised;
- the actions taken as a result of Reports;
- staff training and employee awareness of the Group's whistleblower program;
- Whistleblower well-being and Whistleblower protection effectiveness; and
- any recommendations for furthering the objectives of the Policy,

in each case, without identifying the Whistleblower(s) or including any information likely to identify them.

12 Further information

Any questions about this Policy or Speaking Up can be referred to the Company Secretary.

This Policy will be available on the Company's public website. This Policy will be reviewed from time to time and amended as required.

This Policy does not form part of terms of employment and may be amended from time to time.

Adopted by the Board on 27 January 2021.