

<p>Application of Policy:</p>	<p>Global</p> <p>This Policy sets out the minimum requirements for the Group and applies to all Personnel, Associated Parties and every member of the Group. Where the Group operates in an overseas jurisdiction that imposes a higher standard, or a member of the Group has adopted its own policy which adopts a higher standard, those local standards or the local policy are deemed to be incorporated into and supplement this Policy and in the event of conflict supersede this Policy.</p>
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Definitions: Capitalised terms used throughout this Policy are defined in paragraph 14.

1. Purpose

The Group is committed to a culture of corporate compliance and highly ethical behaviour. This Policy is to be read in conjunction with the other policies adopted by the Group, including its Anti-Bribery and Corruption Policy and its Code of Conduct and Statement of Values.

All Personnel and Associated Parties have a responsibility to help detect, prevent and report instances of Reportable Conduct.

The purpose of this Policy is to:

- (a) encourage all Personnel and Associated Parties to disclose any Reportable Conduct of which they become aware;
- (b) provide protection for Personnel and Associated Parties who disclose Reportable Conduct; and
- (c) ensure that all allegations of Reportable Conduct are thoroughly investigated with suitable action taken, where necessary.

2. Policy Statement

This Policy is designed to encourage Personnel and Associated Parties to disclose any Reportable Conduct in an environment free from victimisation so that the Board and senior executives can adequately manage risk and cultural issues within the Group.

A Whistleblower with objectively reasonable grounds to suspect Reportable Conduct is protected from being personally disadvantaged as a result of disclosing Reportable

Conduct, even if the allegations prove to be incorrect or unsubstantiated. Every effort will be made to protect the anonymity of the Whistleblower. However, there may be situations where anonymity cannot be guaranteed. In such situations, the Whistleblower will be fully briefed.

All Personnel should be aware that if they make a false report deliberately, maliciously or for personal gain, they may face disciplinary action, up to and including suspension or termination of employment for cause.

Reportable Conduct may include, but is not limited to, the following:

- (a) dishonest, unethical, fraudulent or corrupt behaviour;
- (b) money laundering and terrorist financing;
- (c) illegal activities (including theft, drug sale/use, violence, threatened violence, or criminal damage against Group assets/property);
- (d) impeding audit processes;
- (e) improper behaviour relating to accounting, internal accounting controls, actuarial, or audit matters;
- (f) acts or omissions which perpetuate a conflict of interest;
- (g) discrimination, vilification, sexual harassment, harassment, bullying and victimisation;
- (h) acts or omissions in breach of legislation, regulations or internal policies;
- (i) other serious improper conduct (including gross mismanagement, serious and substantial waste of Group resources, or repeated breaches of administrative procedures);
- (j) unsafe work practices;
- (k) any other conduct which may cause financial or non-financial loss to the Group or be otherwise detrimental to the interests or reputation of the Group or Personnel; and
- (l) the deliberate concealment of information tending to show any of the matters listed above.

Conduct that is not Reportable Conduct will not be covered by this Policy.

This Policy is not designed to deal with general Employment Grievances and complaints. Employment Grievances and complaints should be directed to the Head of HR and will be dealt with according to internal procedures.

3. Protection of Whistleblower

This Policy protects a Whistleblower from being personally disadvantaged as a result of disclosing Reportable Conduct, provided that the disclosure of Reportable Conduct is

based on the Whistleblower's objectively reasonable grounds to suspect that the Reportable Conduct or an issue related to the Reportable Conduct constitutes or may constitute, a material violation.

Subject to the above, a Whistleblower who discloses Reportable Conduct will not, as a result of that disclosure, be:

- (a) penalized (including being subject to civil, criminal or administrative liability), dismissed, terminated, demoted, suspended, threatened or harassed;
- (b) transferred to an undesirable job or location or provided with poor work assignments;
- (c) discriminated against in any manner; or
- (d) subject to reprisal or retaliation.

Any reprisals against a Whistleblower are a serious breach of this Policy and may result in disciplinary action against the person(s) who committed the reprisal, up to and including suspension or termination of employment for cause.

4. Confidentiality

The Group recognises that maintaining appropriate confidentiality is crucial in ensuring potential Whistleblowers come forward and disclose their knowledge or suspicions about Reportable Conduct in a frank and timely manner and without fear of reprisals being made against them.

The Group will take all reasonable steps to protect the identity of Whistleblowers, including protecting information that may lead to the disclosure of the identity of a Whistleblower, and will adhere to any legal requirements in respect of the confidentiality of disclosures made by them.

In appropriate cases, disclosure of the identity of Whistleblowers or the allegations made by them may be unavoidable and/or authorised under the relevant law, such as if the Reportable Conduct must be reported to a regulator, a police investigation is commenced or court proceedings result from a disclosure pursuant to this Policy.

It is an offence to disclose the identity of a Whistleblower. Where a Whistleblower considers there has been a breach of confidentiality, they are encouraged to lodge an internal complaint to enable an investigation of the matter.

5. Reporting Procedures

Any person who has reasonable grounds to suspect that Reportable Conduct or any reprisal against a Whistleblower in breach of Section 3 has occurred, is encouraged to report that suspicion to:

- (a) the chair of the Company's Audit and Risk Committee who can be contacted by email at audit&risk@omnibridgeway.com; or

(b) the Head of Compliance and Risk.

If contacting any of the above persons is considered inappropriate, the Group encourages that any questions or concerns be raised with the relevant regional Chief Executive by phone, email or in writing.

All disclosures of Reportable Conduct and/or reprisals against a Whistleblower should provide specific, adequate and pertinent information with respect to, among other things, dates, places, persons/witnesses, amounts and other relevant information, in order to allow for a reasonable investigation to be conducted. A Whistleblower report form is attached as an appendix to this Policy. That report form may be helpful to a Whistleblower in compiling the information that should be included in a disclosure of Reportable Conduct or reprisal in breach of Section 3.

If a Whistleblower discloses his/her name, the person receiving the complaint will acknowledge receipt and may initiate a follow-up meeting. However, if the complaint is submitted on an anonymous basis there will be no follow-up meeting regarding the alleged Reportable Conduct and the Group will be unable to communicate with the Whistleblower if more information is required or if the matter is to be referred to external parties for further investigation. The Group will also be unable to communicate progress reports regarding any investigation to the Whistleblower.

All reports of Reportable Conduct or reprisal in breach of Section 3 are treated on a confidential basis as described in Section 4 above.

Nothing in this Policy should be taken as restricting the reporting of any matter (including a complaint or report of detriment) or providing any information to a regulator or any other person in accordance with any relevant law, regulation or other requirement.

Any personnel wishing to seek legal advice in relation to a disclosure is encouraged to do so. In particular, legal advice should be sought for the Whistleblower to understand the criteria before making a public interest or emergency disclosure.

6. Procedures Following Disclosure

Once a report of Reportable Conduct or reprisal in breach of Section 3 has been received from a Whistleblower who has provided reasonable grounds for his/her belief that the Reportable Conduct or reprisal in breach of Section 3 has occurred, an investigation of those allegations will commence.

All material violations and any actions that may be required as a result of the investigations will be reported to the Managing Director.

7. Investigations

Investigations will be conducted promptly and fairly with due regard to the nature of the alleged Reportable Conduct or reprisal in breach of Section 3, and the rights of the persons involved in the investigation. Evidence, including any materials, documents or records, will be held securely by the investigator. The person receiving the disclosure must report it as soon as possible to the Managing Director. The Managing Director will determine if the facts in the allegation are covered by this Policy, subject to prompt reporting to the Board.

The Managing Director will determine the appropriate method for the investigation. In appropriate cases, the Managing Director may ask for the assistance of an internal or an external accounting or legal specialist, as the Managing Director considers necessary.

During the investigation, the investigator will have access to all relevant materials, documents and records. All Personnel and agents of the Group must cooperate fully with the investigator. During the investigation, the Managing Director will use all reasonable means to protect the Whistleblower's confidentiality as described in Section 4 above.

8. Report of Findings

At the conclusion of the investigation, the investigator will prepare a report of his/her findings for the Board. Where the final report indicates that Reportable Conduct or reprisal in breach of Section 3 has occurred, it will include:

- (a) recommendations for steps to be taken to prevent the Reportable Conduct or reprisal in breach of Section 3 from occurring in the future; and
- (b) any action that should be taken to remedy any harm or loss arising from the Reportable Conduct or reprisal in breach of Section 3, including disciplinary proceedings against the person(s) responsible for or involved in the conduct and the referral of the matter to appropriate authorities.

Following the final report, action will be taken as is considered appropriate.

9. Communications to the Whistleblower

Provided that the claim was not submitted anonymously, the Group will ensure the Whistleblower is kept informed of the outcomes of the investigation into the allegations of Reportable Conduct or reprisal in breach of Section 3, subject to considerations of privacy of those against whom allegations are made and others involved in the matter, as well as normal confidentiality requirements.

The Whistleblower may seek external advice or redress or report to an external regulatory body in accordance with any relevant law, regulation or other requirement.

10. Training and Monitoring

The Group will provide initial training in relation to this Policy and thereafter on a periodic basis. The Group will put in place compliance and monitoring programs to review the Group's compliance with the requirements of this Policy.

11. Review and Amendment of this Policy

This Policy will be reviewed periodically by the Board to check that it is operating efficiently and whether any changes are required.

Any amendments to this Policy, other than updates for changes in the Company's branding or position titles, must be approved by the Board.

12. Contact

Any questions about this Policy, including a request for general advice about its operation or its application to a given set of facts, can be directed to the Company Secretary or a Chief Executive.

13. Availability of the Policy

This Policy appears on the Omni Bridgeway Limited website.

14. Definitions

Defined terms used in this Policy have the following meanings:

Term or Abbreviation	Definition and Explanation
Associated Parties	means former Personnel, the Group's suppliers and service providers and their respective employees and family members of those people.
Board	means the board of directors of the Company.
Chief Executive	means a chief executive of the Group, or where there is no chief executive for a region, the chief investment officer for that region.
Company	means Omni Bridgeway Limited (ABN 45 067 298 088).
Company Secretary	means a person appointed as, or to perform the duties of, secretary of the Company.
Employment Grievance	means those that relate to the discloser's current or former employment and have, or tend to have, implications for the discloser personally, but do not: <ul style="list-style-type: none"> (a) have any other significant implications for the Company; or (b) relate to any Reportable Conduct,
Group	means the Company and its related bodies corporate (as that term is defined in section 9 of the <i>Corporations Act 2001</i> (Cth)).
Managing Director	means the managing director of the Company or such equivalent office.
Personnel	means all full-time, part-time or casual staff, consultants, contractors, secondees and directors of or to the Group.

Term or Abbreviation	Definition and Explanation
Reportable Conduct	means malpractice, misconduct, conflicts of interest, corporate corruption, bribery, fraud, money laundering and terrorist financing. Examples of Reportable Conduct are provided in Section 2 of this Policy.
Statement of Values	means the values and characteristics applicable to Personnel set out on the Company's website, as updated from time to time.
Whistleblower	means a member of Personnel or an Associated Party who reports known or suspected Reportable Conduct concerning the Group pursuant to this Policy.

The most recent amendments to this Policy were approved by the Board and take effect on 26 June 2020.

Appendix

Omni Bridgeway Limited

WHISTLEBLOWER REPORTABLE CONDUCT FORM

Please complete this form and email it to the chair of the Company’s Audit and Risk Committee, the Company Secretary or your regional Chief Executive, marked ‘URGENT’.

Whistleblowers who disclose Reportable Conduct or reprisal will be protected under the Group’s Whistleblower Policy and all correspondence will be treated in confidence as noted in the Policy.

Date:		
<input type="checkbox"/> I consent to the use of the information provided in this report in accordance with Group policies and all relevant laws and regulations. <input type="checkbox"/> I would like a summary of my concerns and proposed action to be provided to me.		
<input type="checkbox"/> I wish to remain anonymous. <i>(If this is the case, you do not have to complete the identity information at the end of this form).</i>		
Subject Matter:		
No	Subject	Description/Details
1.	Location	
2.	Person(s) involved in misconduct (please provide name and details).	
3.	What is the nature of the suspected matter? eg. fraud, malpractice, corruption etc. Why do you consider this matter to be serious malpractice, fraud, or corruption?	
4.	Date when suspect activity was detected.	
5.	Over what period of time has the suspect activity occurred?	
6.	How was the matter detected?	

7.	Information / evidence of the subject matter. Oral <input type="checkbox"/> Electronic <input type="checkbox"/> Documentary <input type="checkbox"/> Other <input type="checkbox"/>	
8.	Is the evidence in danger of being lost or destroyed?	
9.	Any known financial loss or estimated financial cost of the matter?	
10.	Details of others who may have information or may be witnesses.	
11.	Were you told of this matter by someone else? If so, who?	
12.	Who else knows about this matter?	
13.	Please state (in detail) if you have any concerns regarding reprisals or recriminatory action taken or that might be taken against you.	
14.	Please include any other details which you believe are relevant.	
Your details (person lodging the allegation) - OPTIONAL <i>(If you agree to be contacted during the investigation, your contact details should be included in this section.)</i>		
Name:		
Position:		
Location:		
Report to:		
Address:		
Preferred telephone no:		
Preferred email address:		