

<p><b>Application of Policy:</b></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 17.*

## 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.

This Policy is designed to encourage Eligible Whistleblowers 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.

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. Eligible Whistleblowers

Eligible whistleblowers under this Policy include all Personnel and Associated Parties:

- all full-time, part-time or casual staff, consultants, contractors, secondees and directors of or to the Group;
- former Personnel, the Group's suppliers and service providers and their respective employees and family members of those people.

### 3. Reportable Conduct

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.

Only a disclosure of Conduct that is Reportable Conduct will be covered by this Policy. Note that Reportable Conduct includes conduct that may not involve contravention of a particular law.

Disclosures of Reportable Conduct may also qualify for protections under relevant Whistleblower Laws, although this may not be the case for all types of Reportable Conduct disclosures.

### 4. Employment Grievances

Personal Work-Related Grievances (Employment Grievances) are not generally considered

to be Reportable Conduct covered by this Policy. Where these types of concerns do not qualify for protection under Whistleblower Laws they may be protected under other legislation. Employment Grievances should be directed to the Head of People and Culture and will be dealt with according to internal procedures.

## 5. Complaints

This Policy does not apply to external complaints, these are covered under our Complaints Policy available on the OBL website. Complaints in relation to the whistleblowing matters under this Policy should be directed to the contacts provided in the Complaints Policy.

## 6. Protection of Whistleblowers

A Whistleblower who has 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.

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.

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.

## 7. 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.

Whistleblowers may choose to remain anonymous and if this is the case then their identity will not be disclosed to anyone else unless:

- consent is provided by the Whistleblower
- we are legally obliged to do so
- it is required to report to the relevant regulatory or law enforcement authorities
- it is necessary to prevent or lessen a threat to a person's health, safety or welfare.

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.

## 8. Reporting Procedures

Any person who has reasonable grounds to suspect that Reportable Conduct or any reprisal against a Whistleblower in breach of Section 6 has occurred, is encouraged to report that suspicion to:

- (a) the chair of the Company's Audit and Risk Committee (ARC) who can be contacted by email at [audit&risk@omnibridgeway.com](mailto:audit&risk@omnibridgeway.com); or
- (b) the Head of Compliance and Risk at [whistleblowing@omnibridgeway.com](mailto:whistleblowing@omnibridgeway.com).

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

Alternatively, concerns can be raised online either anonymously or by disclosing your identity at "contact/other enquiries " button on the Omni Bridgeway website.

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 6.

If a Whistleblower discloses his/her name, the person receiving the complaint will acknowledge receipt and may initiate a follow-up meeting. If the complaint is submitted on an anonymous basis, we still encourage communication where possible so follow up questions may be asked, further information provided and so that we may communicate progress reports regarding any investigation to the Whistleblower. If the Whistleblower chooses, they may request that their identify be disclosed only to the Head of Risk and Compliance or another person of their choosing.

All reports of Reportable Conduct or reprisal in breach of Section 6 are treated on a confidential basis as described in Section 7 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.

## 9. Procedures Following Disclosure

Following the receipt of a disclosure to a person nominated to receive whistleblowing disclosures under section 8 of this Policy, the person to whom it was disclosed will inform the Chief Executive Officer, the Board Chair and the ARC Chair, save if the disclosure relates to such person. If it is determined that a report of Reportable Conduct or reprisal in breach of Section 6 has been received from an Eligible Whistleblower under this Policy, then the ARC Chair, or the Head of Compliance and Risk (as appropriate) will ensure that an investigator is appointed and investigation of those allegations should commence.

The Board Chair, ARC Chair or Head of Compliance and Risk, in conjunction with the Chief Executive Officer, to the extent appropriate, will determine the appropriate method for the investigation. Depending upon the circumstances, assistance may be sought from an internal or an external accounting or legal specialist, as considered necessary for the investigation.

The appointment of an investigator, outcome of the investigations, material violations and any actions that may be required will be reported promptly to the Board.

## 10. Investigations

Investigations will be conducted promptly, fairly and confidentially with due regard to the nature of the alleged Reportable Conduct or reprisal in breach of Section 6, and the rights of the persons involved in the investigation. Evidence, including any materials, documents or records, will be held securely by the investigator.

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, all reasonable means will be used to protect the Whistleblower's confidentiality as described in Section 7 above.

The length of time of the investigation process will vary depending on the information provided and the complexity of the issues raised. The progress of the investigation and the anticipated timeframe will be communicated to the Whistleblower, unless the Whistleblower has chosen not to engage further with the investigator (for example, where the report was submitted anonymously and further contact is not possible).

If the Whistleblower does not provide reasonable grounds or sufficient information to support his/her belief that the Reportable Conduct or reprisal in breach of section 6 has occurred, the investigator will attempt to request additional information from the Whistleblower. If this additional information cannot be obtained and the investigation cannot proceed, then the report will be closed and the Whistleblower will be informed.

## 11. 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 6 has occurred, it will include:

- (a) recommendations for steps to be taken to prevent the Reportable Conduct or reprisal in breach of Section 6 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 6, 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.

## 12. Communications to the Whistleblower

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 6, unless the report was submitted anonymously and it is not possible to do so. The report of the investigation outcome is 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.

## 13. 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.

## 14. 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.

## 15. 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 Head of Compliance and Risk.

## 16. Availability of the Policy

This Policy appears on the Omni Bridgeway Limited website.

## 17. Definitions

Defined terms used in this Policy have the following meanings:

<b>Term or Abbreviation</b>	<b>Definition and Explanation</b>
<b>Associated Parties</b>	means former Personnel, the Group's suppliers and service providers and their respective employees and family members of those people.
<b>Board</b>	means the board of directors of the Company.
<b>Chief Executive</b>	means a chief executive of the Group, or where there is no chief executive for a region, the chief investment officer for that region.
<b>Company</b>	means Omni Bridgeway Limited (ABN 45 067 298 088).
<b>Company Secretary</b>	means a person appointed as, or to perform the duties of, secretary of the Company.
<b>Eligible Whistleblowers</b>	means Whistleblowers meeting the criteria in section 2 of this Policy
<b>Employment Grievance</b>	<p>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:</p> <ul style="list-style-type: none"> <li>(a) have any other significant implications for the Company; or</li> <li>(b) relate to any Reportable Conduct,</li> </ul> <p>Examples of Employment Grievances are where there is an interpersonal conflict between the discloser and another employee or where there is a decision about the engagement, transfer or promotion of the discloser.</p>
<b>Group</b>	means the Company and its related bodies corporate (as that term is defined in section 9 of the <i>Corporations Act 2001</i> (Cth)).
<b>Managing Director</b>	means the managing director of the Company or such equivalent office.
<b>Personnel</b>	means all full-time, part-time or casual staff, consultants, contractors, secondees and directors of or to the Group.
<b>Reportable Conduct</b>	means malpractice, misconduct, conflicts of interest, corporate corruption, bribery, fraud, money laundering and terrorist financing. Examples of Reportable Conduct are provided in Section 3 of this Policy.

<b>Term or Abbreviation</b>	<b>Definition and Explanation</b>
<b>Statement of Values</b>	means the values and characteristics applicable to Personnel set out on the Company's website, as updated from time to time.
<b>Whistleblower</b>	means a member of Personnel or an Associated Party who reports known or suspected Reportable Conduct concerning the Group pursuant to this Policy.
<b>Whistleblower Laws</b>	Means applicable global Whistleblower legislation. In Australia, this refers to the Corporations Act 2001 and the Tax Administration Act 1953.

**The most recent amendments to this Policy were approved by the Board and take effect on 28 April 2023.**



## Appendix A

### 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 Head of Compliance and Risk or any other person nominated to receive whistleblower disclosures at section 8 of this Policy. Please mark as ‘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.

<b>Date:</b>		
<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>	
<b>Subject Matter:</b>		
<b>No</b>	<b>Subject</b>	<b>Description/Details</b>
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.	
<b>Your details (person lodging the allegation) - OPTIONAL</b> <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:		

## Appendix B: Legal Protections – Australia

Some disclosures are protected under the *Corporations Act 2001 (Cth)* (Corporations Act) in Australia as below.

### A. Protected Disclosures

- Eligible Whistleblowers

An individual is an Eligible Whistleblower and will be afforded protections under the Corporations Act in relation to their disclosure if they:

- are an individual described at section 2 above;
  - have reasonable grounds to suspect that the information they are reporting concerns Misconduct, or an improper state of affairs or circumstances, in relation to the Group or its Personnel.
- Reportable Conduct that qualifies for protection under the Corporations Act includes conduct that:
    - constitutes an offence against, or a contravention of, a provision of any Financial Services Laws;
    - constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more
    - represents a danger to the public or the financial system
    - indicates a significant risk to public safety or the stability of, or confidence in, the financial system, even if it does not involve a breach of law.
  - Disclosures should be made to Eligible Recipients being:
    - ASIC
    - APRA
    - An Officer of the Group
    - The external or internal auditor of the Group, or a member of an audit team conducting an audit of any Group entity
    - Any person nominated to receive whistleblowing disclosures under section 8 of this Policy.

A disclosure also qualifies for protection if it is [made](#) to a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the protections in the Corporations Act.

- Public Interest and Emergency Disclosures

Public Interest and Emergency Disclosures made to a journalist or parliamentarian under certain circumstances will also qualify for protection. The discloser should contact an independent legal advisor to obtain advice on the requirements and criteria for such disclosures as it is important to understand these prior to making such a disclosure.

In particular, to qualify for protections, a disclosure must have been previously made to ASIC, APRA or a prescribed body and written notice provided to the body to which the disclosure was made. In the case of a public interest disclosure, at least 90 days must have passed since the previous disclosure.

## **B. Personal Work Related Grievances**

Disclosures that relate solely to personal work-related grievances, and do not relate to detriment or threat of detriment to the discloser, do not qualify for protection under the Corporations Act, however they may be protected under the Fair Work Act 2009.

A personal work-related grievance may still qualify for protection if:

- it is a mixed report that also raises matters that qualify for protection
- it relates to conduct of the Group that constitutes a breach of employment laws punishable by imprisonment for 12 months or more
- it relates to conduct by the Group that represents a danger to the public, or the information suggests misconduct beyond the discloser's personal circumstances

## **C. Legal Protections for Disclosers**

If disclosures meet the criteria in A or B above, the protections available to disclosers under the Corporations Act include:

- the right to confidentiality and having their identity protected
- the right to be protected from Civil, Criminal or Administrative liability from making the disclosure. These protections do not grant immunity for any misconduct a discloser has engaged in that is revealed in their disclosure
- the right to be protected from detrimental treatment
- the right to compensation and other remedies
- the right not to be required to disclose their identity before any court or tribunal

Disclosures made anonymously and those that turn out to be incorrect will still qualify for protections under the Corporations Act (provided the relevant criteria for protection are met).

If an individual believes that there has been a breach of these legal protections above, they should consider seeking independent legal advice. They can also lodge a complaint under our Complaints Policy and contact a regulator such as ASIC, APRA or the Australian Taxation Office (ATO) as relevant.

## **D. Disclosures relating to tax matters**

To qualify for protection under the *Tax Administration Act 1953*, the Eligible Whistleblower must:

- have reasonable grounds to suspect that the information indicates misconduct or an improper state of affairs or circumstances in relation to tax affairs of the Group (or a director or secretary of the Group) and considers that the information may assist the [recipient](#) of that information to perform functions or duties in relation to the [tax affairs](#) of the Group (or a director or secretary of the Group).

- Make the disclosure to the Commissioner of Taxation where the discloser considers that the information may assist the Commissioner to perform his or her functions under a taxation law in relation to the Group (or a director or secretary of the Group).

Eligible Recipients of tax disclosures are:

- those listed at section A above
- any employee or Officer of the Group who has functions or duties that relate to the tax affairs of the Group
- any registered tax agent or BAS agent providing tax agency or BAS services to the Group

Defined terms above have the following meanings:

<b>Term</b>	<b>Definition and Explanation</b>
<b>ASIC</b>	Australian Securities and Investments Commission
<b>APRA</b>	Australian Prudential Regulation Authority
<b>Civil, Criminal or Administrative Liability</b>	<p>Civil Liability includes any legal action against the discloser for breach of an employment contract, duty of confidentiality or another contractual obligation.</p> <p>Criminal Liability includes attempted prosecution of the discloser for unlawfully releasing information, or other use of the disclosure against the discloser in a prosecution (other than for making a false disclosure)</p> <p>Administrative Liability includes disciplinary action for making the disclosure.</p>
<b>Financial Services Laws</b>	<p>Any or all of the following:</p> <ul style="list-style-type: none"> <li>• Corporations Act,</li> <li>• <i>Australian Securities and Investments Commission Act 2001</i></li> <li>• <i>Banking Act 1959</i></li> <li>• <i>Financial Sector (Collection of Data) Act 2001</i></li> <li>• <i>Insurance Act 1973</i>;</li> <li>• <i>Life Insurance Act 1995</i>;</li> <li>• <i>National Consumer Credit Protection Act 2009</i>;</li> <li>• <i>Superannuation Industry (Supervision) Act 1993</i>;</li> <li>• An instrument made under any of the Acts referred to above</li> </ul>
<b>Misconduct</b>	The term 'misconduct' is defined in s9 Corporations Act to include 'fraud, negligence, default, breach of trust and breach of duty'.
<b>Officer</b>	A Director, Company Secretary or Chief Financial Officer of the Group