

WHISTLEBLOWER POLICY

1 ARA Group's Commitment

- 1.1 This Whistleblower Policy (**Policy**) documents the commitment of the Board of Directors and senior management of ARA Group Limited ABN 47 074 886 561 and its related corporate entities (collectively **ARA Group**) to maintaining an open working environment in which all directors, officers, employees and contractors of ARA Group and its subsidiaries (**Employees**) observe high standards of business and personal ethics in the conduct of their duties and responsibilities. For the avoidance of doubt, this Policy applies to ARA Group and its controlled entities within the meaning of section 50AA of the *Corporations Act 2001* (Cth).
- 1.2 The purpose of this Policy is to encourage Employees to speak up and raise serious concerns about improper conduct within ARA Group's operations, in a confidential manner and, if they wish, on an anonymous basis.

2 Scope

- 2.1 ARA Group's Code of Conduct requires all Employees to practice honesty and integrity in fulfilling their employment responsibilities, as well as compliance with all applicable laws and regulations.
- 2.2 This Policy details the rights of Employees to disclose improper conduct confidentially, anonymously, in good faith and on reasonable grounds without the fear of reprisal or detrimental action.
- 2.3 For the purposes of this Policy, Improper Conduct includes:
 - (a) a breach of ARA Group's Code of Conduct;
 - (b) a breach of ARA Group's Anti-Bribery and Corruption Policy;
 - (c) a breach of ARA Group's Anti-Competitive Policy;
 - (d) a breach of ARA Group's approval practices and guidelines;
 - (e) financial malpractice, impropriety or fraud;
 - (f) contravention or suspected contravention of legal or regulatory provisions;
 - (g) deliberate non-disclosure or manipulation of any audit processes;
 - (h) engaging in or threatening to engage in detrimental conduct against a person who has made a disclosure or is believed or suspected to have made, or be planning to make, a disclosure; and
 - (i) unethical conduct or any deliberate concealment relating to any of the above,

(Disclosable Matters)
- 2.4 This Policy should be read in conjunction with all relevant ARA Group policies, including ARA Group's Code of Conduct, Anti-Bribery and Corruption Policy, and Anti-Competitive Policy.

3 Guidelines applicable to disclosure

- 3.1 ARA Group's Code of Conduct encourages Employees to address their questions, concerns, suggestions or complaints by initially discussing the matter with line management or alternatively, the appropriate departmental manager or trusted manager.
- 3.2 Disclosures under this Policy can be made to:
 - (a) ARA Group's Company Secretary or General Counsel;
 - (b) a manager or member of senior management; or
 - (c) a member of the ARA Group Board of Directors.

3.3 Should a disclosure relate to a member of senior management, ARA Group's Company Secretary or ARA Group General Counsel will advise the Chairman of the Board. If it relates to the Chairman, then the Deputy Chairman will be advised. If the ARA Group Company Secretary or ARA Group General Counsel is implicated, then ARA Group's Managing Director will be advised accordingly.

3.4 All disclosures made in accordance with this Policy will be treated with utmost confidence.

4 Available protections

4.1 Where an Employee makes a disclosure in good faith and on reasonable grounds, ARA Group will act in the best interests of that Employee to protect them from any victimisation or intimidation that could ensue, and will otherwise ensure that the Employee in question will not be disadvantaged in their employment with ARA Group by reason of the disclosure.

4.2 Where disclosures relate to a breach of the *Corporations Act 2001* (Cth) (**Act**), so as to invoke the legislated protection provisions offered within Part 9.4AAA of the Act (**Legislative Protections**), the person making the disclosure (**Complainant**) must identify themselves prior to making the disclosure. In accordance with the Legislative Protections, the identity of the Complainant can only be disclosed to the Australian Securities & Investments Commission (**ASIC**), the Australian Prudential Regulation Authority (**APRA**), or the Australian Federal Police. The identity of the Complainant can be provided to any other person or organisation where the Complainant has consented to disclosure of their identity.

4.3 Disclosures that are not about Disclosable Matters do not qualify for the protection under the Act (or the *Taxation Administration Act*, where relevant). Such disclosures may include personal work-related grievances, and that do not relate to the detriment or the threat of detriment to the discloser. For example, the following personal work-related grievances are not Disclosable Matters:

- (a) an interpersonal conflict between the Complainant and another employee;
- (b) a decision that does not involve a breach of workplace laws;
- (c) a decision about the engagement, transfer or promotion of the Complainant;
- (d) a decision about the terms and conditions of engagement of the Complainant; or
- (e) a decision to suspend or terminate the engagement of the Complainant, or otherwise to discipline the discloser.

4.4 If employees are concerned about a personal work-related grievance, please refer to the ARA Group Employee Grievance Policy.

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

- (a) it includes information about misconduct, or information about misconduct includes or is accompanied by a personal work-related grievance (mixed report);
- (b) the Company has breached employment or other laws punishable by imprisonment for a period of 12 months or more, engaged in conduct that represents a danger to the public, or the disclosure relates to information that suggests misconduct beyond the discloser's personal circumstances;
- (c) the Complainant suffers from or is threatened with detriment for making a disclosure; or
- (d) the Complainant seeks legal advice or legal representation about the operation of the whistleblower protections under the Act.

4.6 Protection from detriment

4.6.1 A person cannot engage in conduct that causes detriment to a Complainant in relation to a disclosure if:

- (a) the person believes or suspects that the Complainant (or another person) made, may have made, proposes to make or could make a disclosure that qualifies for protection; and
- (b) the belief or suspicion is the reason, or part of the reason for the conduct.

4.6.2 A person cannot make a threat to cause detriment to a Complainant (or another person) in relation to a disclosure. A threat may be express or implied, or conditional or unconditional. A Complainant (or another person) who has been threatened in relation to a disclosure does not have to actually fear that the threat will be carried out.

4.6.3 Detrimental conduct may include the following:

- (a) dismissal of an employee;
- (b) injury of an employee in his or her employment;
- (c) alteration of an employee's position or duties due 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, business or financial position; or
- (h) any other damage to a person.

4.6.4 Detrimental conduct does not include:

- (a) administrative action that is reasonable for the purpose of protecting a Complainant from detriment (such as moving a discloser to another office to prevent them from detriment); and
- (b) managing a Complainant's unsatisfactory work performance, if the action is in line with the Company's performance management framework.

4.6.5 The Company will provide protection from detriment by ensuring that there are:

- (a) processes for assessing the risk of detriment against a Complainant and other persons which will commence as soon as possible after receiving a disclosure;
- (b) support services available to Complainants;
- (c) strategies to help a discloser minimise and manage stress, time or performance impacts, or other challenges resulting from the disclosure or its investigation;
- (d) processes for ensuring that management are aware of their responsibilities to maintain the confidentiality of a disclosure, address the risks of isolation or harassment, manage conflicts, and ensure fairness when managing the performance of, or taking management action in relation to a Complainant;
- (e) procedures on how a Complainant can lodge a complaint if they have suffered detriment, and the actions the Company may take in response to such complaints; and

- (f) interventions for protecting a Complainant if detriment has already incurred.

5 Making a disclosure

5.1 As noted above, there is flexibility with respect to the methods through which Employees may make a disclosure to ARA Group. A Complainant may:

- (a) raise the matter with their immediate supervisor or manager who is obligated to advise the ARA Group Company Secretary and ARA Group General Counsel; or
- (b) make the disclosure directly to ARA Group’s Company Secretary, Allison McCann, or ARA Group’s General Counsel, David Sefton via any of the contact methods listed below; or

	COMPANY SECRETARY – ALISON MCCANN	GENERAL COUNSEL – DAVID SEFTON
MOBILE	+61 415 973 989	+61 419 677 520
EMAIL	allison@aragroup.com.au	david.sefton@aragroup.com.au
MAIL	c/- ARA Corporate Suite 1, 83 Alexander Street Crows Nest NSW 2065	c/- ARA Legal Suite 1, 83 Alexander Street Crows Nest NSW 2065

- (c) make a disclosure to a member of senior management or the ARA Group Board of Directors (refer to the ARA Group internal directory); or
- (d) whilst ARA Group encourages Employees to make disclosures internally, a Complainant may choose to make a disclosure about a Disclosable Matter directly to a regulator in the relevant jurisdiction. In Australia, ASIC, APRA, the Commissioner of the Australian Tax Office or another Commonwealth body prescribed by the regulations are able to receive disclosures that qualify for protection under this Policy.

5.2 Disclosures can be made anonymously, and all disclosures will be treated confidentially. Such Complainants may choose to remain anonymous during the course of the investigation as well as after the investigation has been finalised. A Complainant may refuse to answer questions that they feel could reveal their identity at any time, including during follow-up conversations. For clarity, such communication may take place by the following means:

- (a) communication with anonymous Complainants will be through anonymous telephone lines and anonymous email addresses; and
- (b) an anonymous Complainant may adopt a pseudonym for the purpose of their disclosure.

A Complainant who wishes to remain anonymous should maintain ongoing two-way communication with the ARA Group, so ARA Group can ask follow-up questions or provide feedback.

6 Investigation of disclosures

6.1 ARA Group will investigate all disclosures of improper conduct made under this Policy as soon as practicable after receipt of the disclosure. The investigation will be conducted in a timely, thorough, confidential, objective and impartial manner recognising the principles of natural justice and best practice investigative techniques. Complainants, where possible, will be informed as to the outcome of the investigation.

6.2 ARA Group’s Company Secretary and General Counsel will be responsible for determining the scope of, and resources applied to each investigation.

7 Responsibilities

7.1 Employees must:

- (a) when making a disclosure under this Policy, ensure that it is made in good faith, and that they have reasonable grounds on which to base the allegation(s); and
- (b) where such allegations relate to the Act and the Legislative Protections are sought, recognise that anonymity will not be available.

7.2 Managers and senior management must:

- (a) ensure that appropriate consideration and confidentiality is applied to all disclosures under this Policy; and
- (b) where the disclosure is made directly to management, promptly advise ARA Group's Company Secretary and General Counsel.

7.3 ARA Group's Company Secretary and General Counsel are responsible for the administration of this Policy. Their responsibilities include:

- (a) receiving all disclosures and acknowledge receipt with the complainant (if possible);
- (b) appropriately investigating all disclosures;
- (c) ensuring the principles of natural justice are applied to the respondent(s) of any disclosure and investigation;
- (d) provide an investigation report to the ARA Group Managing Director and to the Chairman of the ARA Group Board of Directors;
- (e) report all disclosures to the ARA Group Managing Director and to the Chairman of the ARA Group Board of Directors; and
- (f) providing quarterly reports relating to disclosures to the ARA Group Board of Directors.

7.4 ARA Group's Board of Directors are responsible for:

- (a) receiving any notification and reports of disclosures as designated under this Policy;
- (b) determining an appropriate response to the outcome of any investigation including issues involving accounting and auditing matters; and
- (c) taking appropriate corrective action when applicable.



Edward Federman
Chief Executive Officer

12 December 2023

Date