

Global Whistleblower Policy

May 2021

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1. What are the key messages in this policy?

This Policy is an important Policy for all staff to understand. The key messages for staff are:

- *Link Group encourages a culture of reporting actual or suspected conduct which is illegal, unacceptable or undesirable (see definition of Reportable Conduct in Section 9);*
- *Any person that reports Reportable Conduct as a Whistleblower who is acting honestly, reasonably and with genuine belief about the Reportable Conduct will be supported and protected; and*
- *Investigations of Reportable Conduct will be conducted in an objective, fair, independent, thorough and confidential manner.*

2. What is this policy?

The Whistleblower Policy (**Policy**) sets out Link Group's approach to encourage and support the **Disclosure of Reportable Conduct** and protect **Whistleblowers** from any retribution or other **detriment** that may arise as a result of their Disclosure. Link Group does not tolerate Reportable Conduct under any circumstances.

Words in bold have the meaning stated in Section 9 Definitions and appear in bold when first used.

Link Group has adopted the following principles in relation to its whistleblowing program:

- Link Group will support and protect Whistleblowers who act honestly, reasonably and with genuine belief about the Reportable Conduct from retribution or other detriment that may stem from making a Disclosure of Reportable Conduct;
- Link Group is not able to extend the full level of protections and support set out in this Policy to Whistleblowers who are not employed by Link Group;
- Link Group will conduct investigations into Reportable Conduct in an objective, fair, independent, thorough and confidential manner. Appropriate corrective action will be taken as warranted by the results of the investigation;
- Link Group will not take any action against a Whistleblower where a Disclosure of Reportable Conduct is unable to be substantiated or is found to be untrue, provided the Disclosure was made with an honest, genuine or reasonable belief regarding the Reportable Conduct;
- Link Group may pursue legal or disciplinary action against a Whistleblower acting with malicious intent or who knowingly provides any part of a false Disclosure. In such circumstances, Link Group may not extend protection of a Whistleblower against retribution or other detriment (including civil actions)
- Whistleblowers may qualify for protection if Disclosures of Reportable Conduct are made to legal practitioners, or regulatory bodies;
- Link Group will not prevent (whether through a confidentiality agreement or otherwise) a **Link Group Person** (prospective, current or former) from making a Disclosure of Reportable Conduct to a regulator, or legal counsel. Link Group should be provided with an opportunity to investigate the allegations, prior to an external report being made; and
- Whistleblowers are encouraged to contact a WPO or FairCall or an independent legal adviser prior to making a **public interest disclosure** or **emergency disclosure** in order to understand the criteria that qualifies those types of disclosure for protection.

3. Why do we need this policy?

In keeping with its values of Client Focused, Adapt and Evolve, and Together We Achieve, Link Group is committed to encouraging and supporting ethical and responsible behaviour. Link Group recognises the important role whistleblowing can play in the early detection of Reportable Conduct. Link Group also recognises that individuals who are considering disclosing Reportable Conduct may fear retribution or other detriment and require an assurance of protection.

4. Who does the policy apply to?

This Policy applies to Link Group and all Link Group Persons globally. To be clear, any person in Link Group can make a Disclosure of Reportable Conduct under this Policy and is encouraged to do so.

Disclosures of Reportable Conduct may be made by anyone with a connection to Link Group. This includes directors, officers, employees, contractors, consultants, suppliers, third party providers, secondees, advisers, and former employees of Link Group, and includes relatives and dependents of any of those persons.

This Policy does not cover the disclosure of personal workplace grievances such as:

- interpersonal conflict between a Link Group Person and another Link Group Person;
- a decision relating to the engagement, transfer or promotion of a Link Group Person;
- a decision relating to the terms and conditions of employment or engagement of a Link Group Person;
- a decision to suspend or terminate the employment or engagement of a Link Group Person, or otherwise to discipline a Link Group Person, where such conduct does not amount to Reportable Conduct. If you have a workplace grievance, please consult the Link Group Grievance Policy available on the Link Group intranet page;

unless such disclosure also includes a Disclosure of Reportable Conduct.

5. How to comply with this policy?

5.1. How can I make a Disclosure of Reportable Conduct?

Whistleblowers who act honestly, reasonably and with genuine belief about the Reportable Conduct must be supported and protected. It is not acceptable to terminate, demote, suspend, threaten, harass or in any other manner discriminate against, or cause detriment to, a Whistleblower.

The identity of Whistleblowers who wish to remain anonymous must be omitted from all reports relating to the Disclosure of Reportable Conduct.

Disclosure of Reportable Conduct must be based on information that is directly known to the person making the disclosure. That person must have reasonable grounds to suspect the alleged Reportable Conduct has occurred or is likely to occur. This does not include rumours of Reportable Conduct or hearsay.

When making a Disclosure of Reportable Conduct, Whistleblowers are encouraged to clearly communicate that they are making a Disclosure of Reportable Conduct and to provide as much information as possible, including any known details related to the Reportable Conduct (e.g. date, time, location, name of person(s) involved, evidence (e.g. documents or emails), names of possible witnesses) and any steps that have been taken to disclose the matter elsewhere in an attempt to resolve the concern. Whistleblowers are not expected to investigate their concerns to prove their

validity prior to making a Disclosure.

Disclosure of Reportable Conduct may be made by contacting a designated Whistleblowing Protection Officer (**WPO**). The designated WPOs are as follows:

WPO	CONTACT DETAILS
Wendy Phillis <i>Link Group Chief Risk Officer</i>	Email: wendy.phillis@linkgroup.co.uk Phone: +44 (0)207 954 9511 / +44 (0)7935 076 856
Michael Rosmarin <i>Link Group Chief Human Resources and Brand Officer</i>	Email: michael.rosmarin@linkgroup.com Phone: +61 419 404 989
Sarah Turner <i>Link Group General Counsel and Company Secretary</i>	Email: sarah.turner@linkgroup.com Phone: +61 419 638 112
Fiona Trafford-Walker <i>Chair, Link Group Audit Committee</i>	Email: fiona.trafford-walker@linkgroup.com
Andrew Green <i>Chair, Link Group Risk Committee</i>	Email: andrew.green@linkgroup.com

Disclosures could also be made to other senior managers or members of the audit team. The recipient of the report must inform one of the WPOs, who will review the report and if required, can investigate the concerns further.

Alternatively, Disclosure of Reportable Conduct may be made through FairCall, an external and independent provider, contracted by Link Group to receive Disclosures impartially and confidentially.

You can contact FairCall by:

Telephone:

1 800 500 965 (within Australia)
0 800 100 526 (within New Zealand)
0808 234 7091 (within UK)
1800 200 625 (within Ireland)
0008 0004 022 32 (within India)
+61 2 9335 8785 (all other countries)

Online: <https://www.kpmgfaircall.kpmg.com.au/LinkAdministrationHoldings>

Mail: The FairCall Manager KPMG Forensic
PO Box H67
Australia Square Sydney NSW 1213
AUSTRALIA

5.2. How will a Disclosure of Reportable Conduct be addressed?

All Disclosures of Reportable Conduct are to be treated as being submitted on a confidential basis. The reporter's identity will be protected in most circumstances, unless the disclosure is subject to any regulatory or legislative requirements or where the reportable conduct involves a threat to life or property or may involve, or potentially involve, illegal activity.

Disclosures that are not about 'Reportable Conduct' may not qualify for protection in some of the jurisdictions where Link Group operates.

Disclosures of Reportable Conduct will be assessed by the WPO as to whether further investigation is appropriate. The matter will then be referred to a designated Whistleblower Investigation Officer (WIO) for investigation.

The Whistleblower will be informed of the WIO appointment and the WIO will contact the Whistleblower as soon as practicable to acknowledge receipt of the Disclosure and to establish a process, including expected timeframes, for reporting to the Whistleblower on the progress of dealing with the Disclosure.

The Whistleblower will be contacted by the WPO, as soon as practicable, to discuss the Whistleblower's welfare and to discuss a communication process, if required.

If it is determined that there is insufficient information or evidence to warrant further investigation, the Whistleblower will be informed at the earliest possible opportunity.

Any Disclosures of Reportable Conduct received via FairCall will be referred to a designated WPO. If the Chair of the Link Group Risk Committee is implicated in Reportable Conduct, the WPO will address the matter in conjunction with the Chair of the Link Group Board of Directors.

Where a formal investigation is initiated, this will be an objective fair, independent, thorough and confidential process, without bias, conducted by the WIO. Investigations will be independent of the business unit in respect of which allegations have been made, the Whistleblower, or any person who is the subject of the Reportable Conduct.

The Whistleblower will be informed by the WIO of the final outcome of the investigation, where appropriate.

Where investigations substantiate an allegation arising from the Disclosure of Reportable Conduct, the matter will be dealt with in accordance with established administrative or disciplinary procedures, which may result in disciplinary action, including termination of employment or engagement.

The Whistleblower will be informed by the WIO of the final outcome of the investigation, where appropriate. However, to protect the confidentiality of the investigation (due to its potential impact on other employees), a full detailed account of the investigation conclusion cannot be provided.

The WPO will inform the relevant Board(s) and Committees when reports are received, the steps taken to ascertain whether an investigation is required, and at appropriate junctures the progress of the investigation and the investigative conclusion, including any remedial actions that may need to be completed.

All records relating to a Disclosure of Reportable Conduct are to be retained in secure storage for a minimum period of seven years unless local statutes of limitation require a longer retention period.

A Whistleblower may seek compensation and other remedies through the courts if:

- They suffered loss, damage or injury because of a disclosure; and
- Link Group failed to take reasonable precautions and exercise due diligence to prevent the detrimental conduct.

5.3. Training on Link Group's whistleblowing program and access to this Policy

All Link Group directors, employees and selected contractors are required to undergo annual training on Link Group's whistleblowing program.

This Policy is available on the Link Group website, intranet, and on request from any member of the

Risk and Compliance team.

6. How will policy compliance be monitored?

6.1. Reporting/Monitoring

The WPO must report periodically to the Link Group Risk Committee with respect to the Disclosure and investigation of Reportable Conduct.

If a person who makes a Disclosure of Reportable Conduct considers that their Disclosure has not been dealt with in accordance with this Policy, or that they have been subject to retribution or other detriment as a result of making the Disclosure, the matter should be escalated to the WPO in the first instance or otherwise to the Chair of the Link Group Risk Committee. The WPO, in consultation with the Chair of the Link Group Risk Committee, will determine the most appropriate course for handling the matter, which may include informal resolution options or a formal investigation.

Any matters of a criminal nature will be reported by the WPO, in consultation with the Chair of the Link Group Risk Committee, to the police and, if appropriate, other appropriate regulatory authorities.

6.2. Non-compliance

Link Group Persons who cause, or threaten to cause, detriment to a Whistleblower, or who directly or indirectly cause the identity of a Whistleblower to be made known, may be subject to disciplinary action up to and including termination of employment or engagement. Such persons may also be found to be civilly or criminally liable.

7. Are there alternative ways to make a report?

Various jurisdictions may allow alternative reports to be made in particular circumstances. Reports may be made to external third parties, for example:

- Regulators (the Australian Securities & Investments Commission, Australian Prudential Regulation Authority, Financial Conduct Authority, Central Bank of Ireland);
- A legal practitioner for the purposes of obtaining legal advice about the whistleblower legislation;
- A Member of Parliament; or
- A journalist

A Whistleblower may report Reportable Conduct to a journalist or parliamentarian in circumstances of a “public interest disclosure” or an “emergency disclosure” and still qualify for protection under whistleblower legislation.

8. Are there any interrelated policies?

Please ensure you are familiar with the following Link Group policies:

- Link Group Code of Conduct & Ethics;
- Link Group Grievance Policy;
- Link Group Fraud Prevention Policy; and
- Link Group Incident Management Policy.

9. Definitions

Term	Definition
Detriment	<p>Negative outcome, stemming from one or more of the following actions:</p> <p>(a) civil liability (e.g. any legal action against the discloser for breach of an employment contract, duty of confidentiality or another contractual obligation);</p> <p>(b) criminal liability (e.g. 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)); and</p> <p>(c) administrative liability (e.g. disciplinary action for making the disclosure).</p>
Disclosure	<p>The deliberate and voluntary disclosure or attempted disclosure of information that alleges the existence of Reportable Conduct.</p>
Emergency Disclosure	<p>In Australia, an “emergency disclosure” is the disclosure of information to a journalist or parliamentarian, where:</p> <p>(i) the Whistleblower has previously made a disclosure of the information to the Australian Securities & Investments Commission, Australian Prudential Regulation Authority, or other prescribed Commonwealth body;</p> <p>(ii) the Whistleblower has reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of one or more persons or to the natural environment;</p> <p>(iii) before making the emergency disclosure, the Whistleblower has given written notice to the body in 3.5(c)(i) (i.e. the body to which the previous disclosure was made) that:</p> <ul style="list-style-type: none"> (A) includes sufficient information to identify the previous disclosure; and (B) states that the discloser intends to make an emergency disclosure; and <p>(iv) the extent of the information disclosed in the emergency disclosure is no greater than is necessary to inform the journalist or parliamentarian of the substantial and imminent danger.</p>
Link Group	<p>Link Administration Holdings Limited and each of its controlled entities</p>
Link Group Persons	<p>Directors, officers, employees, contractors, consultants, suppliers, third party providers, secondees, advisers, and former employees of Link Group, and includes relatives and dependents of any of those persons.</p>

Public Interest Disclosure	<p>In Australia, a “public interest disclosure” is the disclosure of information to a journalist or parliamentarian, where:</p> <p>(i) at least 90 days have passed since the Whistleblower made the disclosure to the Australian Securities & Investments Commission, Australian Prudential Regulation Authority, or other Commonwealth body prescribed by regulation;</p> <p>(ii) the Whistleblower does not have reasonable grounds to believe that action is being, or has been taken, in relation to their disclosure;</p> <p>(iii) the Whistleblower has reasonable grounds to believe that making a further disclosure of the information is in the public interest; and</p> <p>(iv) before making the public interest disclosure, the Whistleblower has given written notice to the body in 3.5(b)(i) (i.e. the body to which the previous disclosure was made) that:</p> <p>(A) includes sufficient information to identify the previous disclosure; and</p> <p>(B) states that the discloser intends to make a public interest disclosure.</p>
Reportable Conduct	<p>Actual or suspected illegal, unacceptable or undesirable conduct. This may include conduct or behaviour (actual or attempted) that is: dishonest; unethical; fraudulent; corrupt; non-compliant with, or may give rise to questionable, accounting or auditing practices; a serious risk to public health, public safety or the environment; or inconsistent with the Link Group Code of Conduct or other Link Group policies. Reportable Conduct can include the conduct of a third party such as a supplier or service provider.</p> <p>Some examples include: (a) illegal conduct, such as theft, dealing in, or use of illicit drugs, violence or threatened violence, and criminal damage against property; (b) fraud, money laundering or misappropriation of funds; (c) offering or accepting a bribe; (d) financial irregularities; (e) failure to comply with, or breach of, legal or regulatory requirements; and (f) 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.</p> <p>Where a jurisdiction’s equivalent requirements of reportable conduct extend beyond the basic definition in this policy, it is the intention of this policy that the protections it affords cover any and all such extended requirements.</p>
Whistleblower	<p>A person who Discloses (or attempts to Disclose) Reportable Conduct.</p>
WIO	<p>Whistleblowing Investigations Officer. Key responsibilities include:</p> <ul style="list-style-type: none"> • conducting investigations into Reportable Conduct in a timely manner (this may include the use of internal and / or external investigative resources); • keeping the Whistleblower informed of the investigation’s progress; and • reporting the outcome of the investigation.

WPO	Whistleblowing Protection Officer. Key responsibilities include: <ul data-bbox="464 271 1362 593" style="list-style-type: none">• receiving and assessing reports from whistleblowing channels to determine whether further investigation is appropriate;• protecting and supporting Whistleblowers from retribution or other detriment that may arise as a result of disclosing Reportable Conduct;• providing advice to Link Group Persons prior to, during, or after a Disclosure of Reportable Conduct is made; and• notifying the Chair of the Link Group Risk Committee of Disclosures of Reportable Conduct to be investigated by a WIO.
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