Whistleblower Policy

DGL Group Limited ACN 002 802 646 (Company).

1 Purpose

The purpose of this Policy is to support a culture in which people can raise concerns about unlawful, unethical or improper conduct safely and confidently.

The Policy sets out the Company's approach to whistleblower disclosures and the protections available under the Corporations Act 2001 (Cth) and Taxation Administration Act 1953 (Cth). It explains how the Company will receive, assess and investigate disclosures, protect and support eligible whistleblowers, maintain confidentiality, ensure fair treatment of people who are the subject of or mentioned in a disclosure, and respond appropriately to concerns raised under this Policy. The Whistleblower Protection Scheme means the whistleblower protections in Part 9.4AAA of the Corporations Act 2001 (Cth) and Part IVD of the Taxation Administration Act 1953 (Cth).

2 Scope

This policy applies to DGL Group Limited and its related bodies corporate and to all people who are eligible to make a disclosure under applicable whistleblower laws. Where the Company has related bodies corporate outside Australia, this Policy applies subject to applicable local laws.
The Company has employees in New Zealand. Where a disclosure concerns serious wrongdoing in or by a New Zealand related body corporate, the Protected Disclosures (Protection of Whistleblowers) Act 2022 (NZ) may also apply. Under that Act, a person may make a disclosure to the Company or to an appropriate authority, and is protected from retaliation and has their identity kept confidential.

3 Who Is An 'Eligible Whistleblower'?

3.1 The following persons are capable of being 'eligible whistleblowers':

(a) an officer or employee of the Company (including, but not limited to employees who are permanent, part-time, fixed-term or temporary);

(b) an individual who is an associate of the Company; and

(c) an individual who supplies goods or services to the Company (whether paid or unpaid) or an employee of a supplier (which may include, among others, contractors, consultants and service providers).

3.2 An 'eligible whistleblower' also includes an individual who previously held any of the above positions or functions or who is a relative of the individuals set out above or a dependant of one of those individuals or of the spouse of such an individual.

4 What Information Will Be a Disclosable Matter?

What Is A 'Disclosable Matter'?

4.1 A disclosable matter is information that an eligible whistleblower has reasonable grounds to suspect:

(a) concerns misconduct or an improper state of affairs or circumstances in relation to the Company or one of its related bodies corporate; or

(b) indicates the Company, a related body corporate or one of its or their officers or employees has engaged in conduct that:

(i) constitutes an offence against, or a contravention of, a provision of legislation or a legislative instrument specified in section 1317AA(5)(c) of the Corporations Act (which includes the Corporations Act and the Australian Securities and Investments Commission Act 2001 (Cth));

(ii) constitutes an offence against any other law of the Commonwealth punishable by imprisonment for 12 months or more;

(iii) represents a danger to the public or the financial system; or

(iv) is prescribed by the regulations for the purposes of section 1317AA(5)(f) of the Corporations Act.

4.2 The misconduct or an improper state of affairs can also be in respect of tax affairs.

4.3 Disclosable matters do not necessarily involve a contravention of a law. For example, *'misconduct or an improper state of affairs or circumstances'* could involve conduct that, whilst not unlawful, indicates a systemic issue of concern that the relevant regulator should know about to properly perform its functions. It may also relate to business behaviour and practices that may cause consumer harm. Also, information that indicates a significant risk to public safety or the stability of, or confidence in, the financial system is a disclosable matter, even if it does not involve a breach of a particular law.

4.4 Further examples of disclosable matters 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) actions threatening the environment and or health and safety of others;
(f) failure to comply with, or breach of, legal or regulatory requirements; and
(g) 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.

An eligible whistleblower who makes a disclosure must have 'reasonable grounds to suspect' the information to qualify for protection. This means that even if a disclosure turns out to be incorrect, the protections will still apply, provided the eligible whistleblower had 'reasonable grounds to suspect'.

4.5 Disclosures that are not about a disclosable matter are not covered by this Policy and do not qualify for protection under the Whistleblower Protection Scheme. However, such disclosures may be protected under other legislation, such as the *Fair Work Act 2009 (Cth)*, for example, personal work-related grievances (see 'Personal Work-Related Grievances').

Deliberate False Reports Not Tolerated

4.6 The Company will treat all reports of disclosable matters seriously and endeavour to protect anyone who raises concerns in line with this Policy. An eligible whistleblower can still qualify for protection under this Policy where their disclosure turns out to be incorrect.

4.7 A person will not lose whistleblower protection simply because a concern is not substantiated. Knowingly false or deliberately misleading disclosures may result in disciplinary or other appropriate action as set out in Section 10.

Personal Work-Related Grievances

4.8 A disclosure does not qualify for protection under the Whistleblower Protection Scheme to the extent that the information disclosed:

(a) concerns a personal work-related grievance of the eligible whistleblower; and
(b) does not concern a contravention, or an alleged contravention, of section 1317AC of the Corporations Act involving detriment caused to the eligible whistleblower or a threat made to the eligible whistleblower.

4.9 A disclosure is a 'personal work-related grievance' if:

(a) the information concerns a grievance about a matter relating to the eligible whistleblower's employment, or former employment, having (or tending to have) implications for the eligible whistleblower personally; and
(b) the information:

(i) does not have significant implications for the Company, or another regulated entity, that do not relate to the eligible whistleblower; and
(ii) does not concern conduct, or alleged conduct, referred to in paragraph 4.1(b) of this Policy.

4.10 However, a personal work-related grievance may still qualify for protection if:
(a) it relates to a disclosable matter and a personal work-related grievance (ie, it is a mixed disclosure); or
(b) it concerns detriment suffered, or threatened, because the eligible whistleblower made or proposed to make a disclosure; or
(c) the eligible whistleblower seeks legal advice or legal representation about the operation of the whistleblower protections under the Corporations Act.

Where a disclosure is both a disclosable matter and a personal work-related grievance, the Company will treat the disclosure under this Policy to the extent it concerns a disclosable matter.

4.11 Examples of personal work-related grievances include:
(a) an interpersonal conflict between the eligible whistleblower and another employee;
(b) a decision relating to the engagement, transfer or promotion of the eligible whistleblower;
(c) a decision relating to the terms and conditions of engagement of the eligible whistleblower; or
(d) a decision to suspend or terminate the employment of the discloser, or otherwise to discipline the eligible whistleblower.

4.12 Disclosures about personal work-related grievances should be raised under the Company's existing grievance policy, which can be found in the Company's 'Employee Handbook'.

5 Who Can Receive a Disclosure?

5.1 For the protections under the Whistleblower Protection Scheme to apply, a disclosure must be made directly to an 'eligible recipient'. These people are detailed below. An eligible whistleblower's disclosure qualifies for protection from the time it is made to an eligible recipient, regardless of whether the eligible whistleblower or the recipient recognises that the disclosure qualifies for protection at that time.

Eligible Recipients Within the Company

The Company encourages that disclosures be made internally to the Chair, the Chair of the Audit and Risk Committee, the Company Secretary and the Whistleblower Protection Officer (referred to as **Authorised Recipients**), each of whom has relevant experience to deal with such matters. The Company authorises each Authorised Recipient to receive disclosures for the purposes of section 1317AAC of the Corporations Act.

How to Make a Disclosure

Company Secretary	Andrew Draffin <Andrew.Draffin@dglgroup.com>
Whistleblower Protection Officer (HR Manager)	Humza Dawre <humza.dawre@dglgroup.com>
Board Chair	Contact details can be sourced from the Company Secretary
Audit and Risk Committee Chair	Contact details can be sourced from the Company Secretary
External auditor	Ryan Pollett <Ryan.Pollett@bdo.com.au>
ASIC	https://www.asic.gov.au/
Australian Taxation Office (tax matters)	https://www.ato.gov.au/

5.2 Whilst the Company encourages disclosures to an Authorised Recipient, if it relates to the CEO or a director of the Company, it should be raised directly with the **Chair of the Board or Audit and Risk Committee**.

5.3 If an eligible whistleblower does not feel comfortable raising their disclosure with an Authorised Recipient, they could also raise it with any of the following:

(a) an officer or senior manager of the Company or a related body corporate. For these purposes, a senior manager includes the CEO, Chief Financial Officer or Chief Risk Officer; or

(b) the internal or external auditors or actuaries of the Company or a related body corporate (including a member of an audit team conducting an audit).

Disclosure To External Regulatory Bodies

5.4 While the Company encourages eligible whistleblowers to make disclosures internally, an eligible whistleblower may choose to raise disclosable matters to an appropriate external regulatory body, including:

(a) ASIC; or

(b) the Commissioner of Taxation, or the Tax Practitioners Board, where the disclosure relates to tax affairs of the Company or another entity covered by the applicable tax whistleblower provisions; or

(c) a Commonwealth authority prescribed in the Corporations Regulations.

5.5 An eligible whistleblower should obtain independent legal advice if they are unsure whether a disclosure to an external body is protected.

5.6 For disclosures about the tax affairs of the Company, eligible recipients also include a registered tax agent or BAS agent who provides services to the Company, and an employee or officer with functions or duties relating to the Company's tax affairs.

Disclosure To a Legal Practitioner

5.7 A report of a disclosable matter will also be protected if it is to a qualified legal practitioner for the purpose of taking legal advice or legal representation in relation to the operation of the whistleblower provisions in the Corporations Act.

Public Interest Disclosures & Emergency Disclosures

5.8 In limited circumstances, the Corporations Act provides protection for disclosures made to journalists or parliamentarians. Strict statutory conditions apply. Anyone considering making such a disclosure should obtain independent legal advice.

6 Anonymous Disclosures

6.1 An eligible whistleblower can choose to make a disclosure anonymously and to remain anonymous over the course of the investigation and after the investigation is finalised – they may also decide not to answer questions that they feel could reveal their identity at any time, including during follow-up conversations. For example, they may do so because of concerns about their identity becoming known. If such concerns exist, an eligible whistleblower may take appropriate measures to secure their anonymity and submit their disclosure directly to an Authorised Recipient. Regardless, anonymous disclosures are still capable of being protected under the Whistleblower Protection Scheme.

6.2 Reporting anonymously may hinder our ability to fully investigate a reported matter. For this reason, we encourage anonymous eligible whistleblowers to maintain ongoing two-way communication with us, so that we can ask follow-up questions or provide feedback.

7 Protections

7.1 An eligible whistleblower who makes a qualifying disclosure is entitled to the protections available under the applicable whistleblower laws. These protections include:

(a) protection of their identity and confidentiality, subject to applicable law;
(b) protection from detrimental conduct or threats of detrimental conduct;
(c) protection from civil, criminal and administrative liability for making the disclosure, where applicable; and
(d) protection from contractual or other remedies being enforced against them because they made the qualifying disclosure.

These protections apply to qualifying disclosures made internally and, where applicable, to disclosures made to legal practitioners, regulators and through public interest or emergency disclosure channels.

7.2 The Company will take reasonable steps to protect eligible whistleblowers from detriment and will treat concerns about actual or threatened detriment seriously.

7.3 The Company will not tolerate retaliation, discrimination, harassment, intimidation or other detrimental conduct against a person because they have made, or are believed or suspected to have made, a qualifying disclosure.

Confidentiality

7.4 The Company will protect the confidentiality of the identity of an eligible whistleblower and information that may identify them, in accordance with the law.

It is an offence for a person to disclose the identity of an eligible whistleblower, or information likely to lead to their identification, without their consent. The only exceptions are disclosures to ASIC, the Australian Federal Police, the Commissioner of Taxation (for tax matters) or a legal practitioner for the purpose of obtaining legal advice or representation.

Information that may identify an eligible whistleblower (but not their identity) may be disclosed without consent only where it is reasonably necessary to investigate the disclosure and all reasonable steps are taken to reduce the risk that they will be identified.

Practical measures the Company uses include redacting personal information, referring to the eligible whistleblower in gender-neutral terms, storing records securely with access limited to those directly involved, keeping disclosures out of personnel files, and training those who receive or manage disclosures in their confidentiality obligations.

An eligible whistleblower who believes their confidentiality has been breached may raise a complaint with an Authorised Recipient, or with ASIC or the ATO.

Information about a disclosure will only be shared where necessary to assess or investigate the disclosure, provide support or protection, obtain legal or other professional advice, meet legal or regulatory requirements, or otherwise as permitted by law.

The detailed requirements for managing confidential information and maintaining appropriate records are set out in the Whistleblower Procedure.

The Company Cannot Pursue Action Against the Eligible Whistleblower

7.5 An eligible whistleblower is protected from any civil liability, criminal liability and/or administrative liability (including disciplinary action) for making a qualifying disclosure in accordance with the Whistleblower Protection Scheme, and no contractual or other remedy may be enforced or exercised against the eligible whistleblower on the basis of a qualifying disclosure.

7.6 However, the protections do not grant immunity for any misconduct an eligible whistleblower has engaged in that is revealed in their disclosure.

Detriments & Threats of Detriment Prohibited

7.7 The protections also make it unlawful for a person to engage in conduct against another person that causes or will cause a detriment:

(a) in circumstances where the person believes or suspects the other person or a third person made, may have made, proposes to make or could make a qualifying disclosure; and
(b) if the belief or suspicion held by that person is the reason or part of the reason for their conduct.

7.8 Threats of detriments will also be unlawful if the person making the threat intended to cause fear that a detriment would be carried out or was reckless as to whether the person against who it was directed would fear the threatened detriment being carried out.

7.9 Threats may be express or implied, conditional or unconditional. An eligible whistleblower (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.

7.10 The meaning of 'detriment' is very broad and includes:
(a) dismissing an employee;
(b) injuring an employee in their employment;
(c) altering an employee's position or duties to their disadvantage;
(d) discriminating between an employee and other employees;
(e) harassing or intimidating a person;
(f) harming or injuring a person;
(g) damaging a person's property, reputation, business or financial position; and
(h) any other damage to a person.

7.11 It may be necessary during the course of an investigation to take reasonable administrative action to protect an eligible whistleblower from detriment (e.g. changing the whistleblower's reporting line if the disclosure relates to a manager). Such conduct will not be detrimental conduct. A disclosure will also not prohibit the Company from managing (in the ordinary way) any separate performance issues that may affect the work of an eligible whistleblower.

7.12 Information about what the Company will do to provide support to and protect an eligible whistleblower is set out in section 9. However, if an eligible whistleblower believes they have suffered detriment they can lodge a complaint with an Authorised Recipient or the Whistleblower Protection Officer, the Chair of the Audit and Risk Committee, or a regulator such as ASIC or the ATO for investigation.

Court Orders

7.13 Courts are given broad scope to make orders remedying a detriment or threatened detriment. These include injunctions, compensation orders (including against individual employees and their employer), reinstatement, exemplary damages and the making of apologies. Civil and criminal sanctions also apply to breaches of the Whistleblower Protection Scheme. The Company encourages eligible whistleblowers to seek independent legal advice in regard to seeking compensation or other remedies.

Are There Any Other Protections That Are Available?

7.14 Disclosures may also amount to the exercise of a workplace right by an employee or contractor. The Company and its employees are prohibited under the Fair Work Act 2009 (Cth) from taking adverse action against employees or contractors because they exercised or propose to exercise any workplace rights.

8 Assessment & Investigation of Disclosures

8.1 Where possible, the Company will acknowledge receipt of a disclosure within five business days and conduct an initial assessment to determine:
(a) whether the disclosure is a disclosable matter and qualifies for protection under applicable whistleblower laws; and
(b) whether an investigation is required.

8.2 The initial assessment is made by the Company Secretary with the Whistleblower Protection Officer. The Chair of the Audit and Risk Committee oversees any matter involving a director, the CEO or a senior executive.

8.3 Where a disclosure indicates an immediate risk to health, safety or the environment, the Company will act on that risk straight away, including under the Crisis Management Plan where relevant.

8.4 Where an investigation is required, the Company will determine the appropriate person or persons to conduct the investigation, having regard to the nature of the disclosure, any actual or potential conflicts of interest and the need for an appropriately independent and fair process.

8.5 Investigations will be completed within 90 days where practicable. If an investigation will take longer, the Company will tell the eligible whistleblower (where they can be contacted).

8.6 Investigations will be conducted fairly, objectively and confidentially, having regard to the circumstances of the disclosure.

8.7 Where the eligible whistleblower can be contacted, the Company will provide the eligible whistleblower with reasonable updates on the progress of the investigation, subject to confidentiality, privacy, legal and other relevant requirements. The eligible whistleblower will be told the outcome where appropriate. Where a disclosure is anonymous and there is no way to contact the eligible whistleblower, the Company may be limited in how far it can investigate.

8.8 The Company will document and retain appropriate records relating to disclosures, assessments and investigations.

8.9 Investigation findings will be documented in a report to the person who decides what action to take, and reported to the Audit and Risk Committee in a form that does not identify the eligible whistleblower.

8.10 Detailed requirements for assessing, investigating, documenting and reporting disclosures are set out in the Whistleblower Procedure.

8.11 The Company may take reasonable interim measures during an investigation, including changing reporting arrangements, standing aside or reassigning a person who is the subject of a disclosure, where appropriate to protect the integrity of the investigation or the safety and wellbeing of those involved.

9 Support & Fair Treatment

9.1 The Company is committed to supporting and protecting eligible whistleblowers who make qualifying disclosures.

9.2 The Company will assess and, where appropriate, take reasonable steps to minimise the risk of detriment to an eligible whistleblower. This may include changes to reporting arrangements, duties or other administrative arrangements where appropriate.

9.3 The Whistleblower Protection Officer is responsible for protecting and supporting eligible whistleblowers and will not investigate the matter disclosed.

9.4 The Company will ensure that people who are the subject of, or are mentioned in, a disclosure are treated fairly and impartially.

9.5 A person who is the subject of a disclosure will be presumed innocent unless and until the allegations are substantiated through an appropriate process.

9.6 DGL will provide a person who is the subject of a disclosure with a reasonable opportunity to respond to allegations where appropriate, having regard to the circumstances of the disclosure, confidentiality requirements and the integrity of any investigation.

9.7 DGL will protect the confidentiality of information relating to a disclosure to the extent reasonably practicable and will only disclose information where necessary and permitted by law.

9.8 Detailed requirements for assessing and managing risks to whistleblowers and ensuring the fair treatment of people mentioned in disclosures are set out in the Whistleblower Procedure.

10 Vexatious or False Disclosures

10.1 An eligible whistleblower will not lose protection merely because a disclosure is not substantiated, provided the disclosure was made with reasonable grounds to suspect that the information concerned a disclosable matter.

10.2 Knowingly making a false or deliberately misleading disclosure is not protected and may result in disciplinary or other appropriate action.

10.3 DGL will distinguish between a disclosure that is made in good faith but is not substantiated and a disclosure that is knowingly false or deliberately misleading.

11 Training & Availability

11.1 DGL will provide appropriate training and awareness to relevant employees, officers and other personnel regarding:

(a) the purpose and operation of this Policy;
(b) how and to whom disclosures can be made;
(c) the protections available to eligible whistleblowers; and
(d) the responsibilities of people who receive or otherwise manage whistleblower disclosures.

11.2 DGL will make this Policy readily accessible to employees and officers through the Company's intranet and DocHub, and to people outside the Company on the Company's website.

11.3 Training records will be retained.

11.4 DGL will periodically review and update training and communication arrangements to support awareness and effective operation of this Policy.

12 Monitoring & Review

12.1 The Company will monitor the effectiveness of its whistleblower arrangements, including awareness and training, use of reporting channels, management of disclosures and compliance with this Policy.

12.2 The Audit and Risk Committee will review the effectiveness of the whistleblower program each year, having regard to these measures and to feedback from employees.

12.3 A de-identified report on whistleblower matters will be provided to each meeting of the Audit and Risk Committee, covering the number and type of disclosures, the channels used, the time taken to resolve them, outcomes and any complaints of detriment. Serious matters, and matters involving a director or senior executive, will be reported to the Chair of the Audit and Risk Committee promptly.

The Board will review this policy at least every year. The Board may change this policy by resolution.
The policy will also be reviewed earlier if the law changes.
This policy was approved by the Board on 9 November 2026.