

Whistleblower Policy

1. Purpose

Ethos Urban Pty Limited (the Company or Ethos Urban) is committed to high standards of conduct and ethical behaviour in our business activities. We promote and support a culture of honesty and good ethical practice, corporate compliance and corporate governance

This Policy outlines Ethos Urban's minimum standards in encouraging and supporting employees, contractors, and other stakeholders in reporting misconduct and other illegal or inappropriate behaviours. This Policy is designed to produce these outcomes:

- (a) Encourage individuals to speak up if they witness, or have reasonable grounds to suspect improper conduct at Ethos Urban;
- (b) Provide information about Ethos Urban's processes for dealing with whistleblower disclosures and how they can report improper conduct safely and confidentially, knowing that they will be protected and that their disclosure will be handled fairly to deter any wrongdoing; and
- (c) Ensure Ethos Urban meets its legislative and regulatory requirements.

2. Who this Policy applies to?

This policy applies whenever particular disclosures are made by an Eligible Whistleblower. An Eligible Whistleblower is someone who discloses Reportable Conduct (as defined in Clause 4) under this Policy.

An Eligible Whistleblower can be a current or former:

- a) employee (including permanent, fixed term, seconded and casual employee);
- b) person who is providing, or has provided goods or services to the Company, whether paid or unpaid (e.g., volunteering);
- c) employee or a sub-contractor of a person identified in (b) above;
- d) officer of an associate of the Company, for example, a director or secretary of Ethos Urban or of a related body corporate of the Company;
- e) relative, dependent or spouse of the persons identified in (a) to (d) above.

3. Whistleblower Protection

For legal whistleblower protection to apply, the following three requirements must be met:

- a) the person who makes the disclosure is within one of the categories of people who are prescribed as eligible whistleblowers in the Corporations Act ,
- b) the disclosure is of a type that qualifies for whistleblower protection, and
- c) they make the disclosure to a person to whom a disclosure can be made.

4. What is a Reportable Conduct?

You may make a report under this Policy if you have reasonable grounds to suspect that a director, officer, employee, independent contractor, supplier, or another eligible person who has business dealings with the Company has engaged in conduct (**Reportable Conduct**) which is:

- (a) misconduct, or an improper state of affairs or circumstances;
- (b) conduct that constitutes a contravention of laws specified in the Whistleblower Laws or other Commonwealth laws that are punishable by imprisonment for a period of 12 months or more; or
- (c) conduct that represents a danger to the public or the financial system.

'Misconduct' is defined as fraud, negligence, default, breach of trust and breach of duty.

'Improper state of affairs or circumstances' is not defined and is intentionally broad. For example, it may include a systemic issue, or business behaviour and a range of practices that may cause harm.

Examples of Reportable Conduct include but are not limited to:

- is an illegal activity (such as theft, violence or threatened violence, harassment or intimidation, dealing in or use of illicit drugs, criminal damage to property or other breaches of state or federal law);
- is unethical or in violation of the Company's policies or procedures;
- fraud, money laundering or misappropriation of funds;
- conflict of interest, for example a senior employee with a substantial financial interest in a new supplier being extensively involved in the selection of that new supplier;
- offering or accepting a bribe;
- financial irregularities such as illegal accounting practices;
- failure to comply with, or breach of, legal or regulatory requirements; and
- 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.

If you are unsure whether something that you are concerned about is a Reportable Conduct or not, you may seek confidential guidance from the Whistleblower Protection Officer or an independent legal practitioner.

5. Exclusions

While we encourage everyone at Ethos Urban to speak up and report any concerns, not all types of concerns are intended to be covered by this Policy. For example, Reportable Conduct does NOT generally, include personal work-related grievances or customer complaints.

(a) Personal Work-related Grievances

Personal work-related complaints or grievances (e.g. interpersonal conflicts, promotion decisions and disciplinary actions including suspension and termination) should be lodged or raised under the Company's Diversity, Equality Inclusion Policy (which includes a Complaints Handling Procedure).

(b) Customer/Client Complaints

Customers & Clients should raise their concerns in accordance with directly with Regional Director's or CEO.

6. How to make a report?

The report may be made anonymously, confidentially, securely and outside business hours.

To ensure appropriate escalation and timely investigation, a report under this Policy should be made to one of our Whistleblower Protection Officers, which includes:

- A Director of the Board of Directors of Ethos Urban; or
- An Officer of Ethos Urban which includes the CEO, COO, CFO and Company Secretary of the Company.

The disclosure of Reportable Conduct should be marked to the attention of the Whistleblower Protection Officer. Reports can be mailed to the Company's registered office or sent via phone or email to the Whistleblower Protection Officer. For further contact details refer to the Company's website.

The report may also be made to the following external people or bodies including:

- An auditor, or a member of an audit team conducting an audit, of the Company;
- Australian Securities and Investments Commission (**ASIC**), Australian Prudential Regulation Authority (**APRA**) or any other Commonwealth body prescribed by regulation;
- A legal practitioner (to obtain legal advice or legal representation in relation to the Corporations Act); and
- Parliamentarians under certain circumstances allowing emergency and public interest disclosures. It is important for you to understand the criteria for making a public interest or emergency disclosure before doing so.

Similar protections exist for disclosures relating to tax affairs of an entity under the Tax Administration Act. The Tax Administrative Act provides protection for disclosures of information that indicates misconduct or improper state of affairs in relation to the tax affairs of an entity or an associate of an entity where the person considers the information may assist in the recipient of that information to perform functions or duties in relation to the tax affairs of the entity or associate.

If a person makes a disclosure that would otherwise qualify for protection under this policy to a person who is not a Whistleblower Protection Officer, the person to whom the disclosure is made must:

- Keep it strictly confidential
- Not disclose the name of the person who made the disclosure,
- Not victimise the discloser, and
- Encourage the person who has made the disclosure to report it to a Whistleblower Protection Officer as listed above and direct the person to this policy.

This will ensure the discloser is entitled to the whistleblower protections that are available in the Corporations Act and under this policy and enable the matter to be investigated properly.

7. Conflicts of Interest

Should the Whistleblower Protection Officer, be the person, or an identified person under which the Whistleblower report is made, that Whistleblower Protection Officer will be removed from all correspondence relating to the report.

8. Reporting Anonymously

You can report a concern anonymously and can continue to remain anonymous after you've made a report, including throughout or after any investigation into your concern. You will still be protected under the Corporations Act. You may also refuse to answer questions throughout the process that could reveal your identity.

Although you are not required to do so, you are encouraged to share your identity when reporting a concern as it may make it easier and quicker for us to address it. Remaining anonymous may limit our ability to properly and efficiently investigate or manage your concern.

If you wish to remain anonymous, you are encouraged to remain in contact with the Company and maintain ongoing two-way communication so that follow-up questions may be asked, and we can provide feedback. You can also use a pseudonym for the purposes of the disclosure.

9. What should I include in the Report?

Please provide as much detailed information as possible so that your Whistleblower Disclosure can be investigated. Some useful details include:

- date, time and location;
- names of person(s) involved, roles and their business group;
- your relationship with the person(s) involved;
- the general nature of your concern;
- how you became aware of the issue;
- possible evidence or witnesses; and
- other information that you have to support your Disclosure.

10. Protection of Whistleblowers

The Company is committed to ensuring confidentiality in respect of all matters raised under this Policy, and that those who make a Disclosure are treated fairly and do not suffer detriment. The support and protections outlined below are available to you irrespective of whether the concerns reported in your Whistleblower Disclosure are substantiated:

10.1. Protection of your identity and confidentiality

Your identity (or any information that would be likely to identify you) will not be shared with anyone except in the following circumstances:

1. you provide consent; or
2. it is reasonably necessary for investigating a matter raised in your Whistleblower Disclosure and:
 - the information shared is not of your identity as the Whistleblower; and
 - we have taken all reasonable steps to reduce the risk that you will be identified from the information; or
3. the disclosure is to a legal practitioner to obtain legal advice or representation regarding the operation of the whistleblower provisions of the Corporations Act; or
4. the disclosure is otherwise permitted or required by law.

We will take reasonable steps to protect your identity and information in your Whistleblower Disclosure that is likely to identify you.

Any disclosures of your identity or information likely to reveal your identity will only be made on a strictly confidential basis. The release of information in breach of this Policy will be regarded as a serious matter and dealt with under the Company's disciplinary procedures. You have the right to communicate with regulators and law enforcement authorities at any time in relation to your concerns or any matter relating to this Policy.

All paper and electronic documents and other materials relating to disclosures will be stored securely.

10.2. Protection from civil and criminal liability

A discloser who meets the requirements for legal whistleblower protection is entitled to protection from:

- Civil liability, for example any legal action against them for breach of their employment contract by making the disclosure; and
- Criminal liability, for example attempted prosecution for unlawfully releasing information by making the disclosure.

10.3. Protection from Detrimental Conduct

Ethos Urban will not tolerate any form of Detrimental Conduct (real or threatened) taken by a person against the Whistleblower or any person who is involved in an investigation of a Whistleblower Report.

Examples of what may be considered as Detrimental Conduct include:

- dismissal, demotion, discrimination, blocking of promotion, or alteration of an employee's position or duties to their disadvantage;
- harassment, intimidation or bullying;
- injury or harm including psychological harm;
- damage or threats to your property, business, financial position, or reputation; or
- revealing your identity as a Whistleblower without your consent or contrary to law;

Example of actions that may not be Detrimental Conduct include:

- administrative action that is reasonable for the purpose of protecting a discloser from detriment (e.g. moving a discloser who has made a disclosure about their immediate work area to another office to prevent them from detriment); and
- managing a discloser's unsatisfactory work performance, if the action is in line with the Company's performance management framework.

If you are subjected to detrimental treatment as a result of making a report under this Policy, you should inform a Whistleblower Protection Officer.

If you suffer any undue loss connected with making a report under this Policy, the Company shall, after making appropriate enquiries/ investigations, compensate you or provide another appropriate remedy.

You may seek independent legal advice if you believe that you have been subject to Detrimental Conduct.

You may be able to seek compensation and other remedies through the courts if you (or any other employee or person) suffer loss, damage, or injury because of detrimental conduct and Ethos Urban failed to take reasonable precautions and exercise due diligence to prevent the detrimental conduct.

Person who makes a disclosure in accordance with applicable laws is protected from civil, criminal and administrative liability in relation to the disclosure. However, these protections do not grant immunity for any misconduct a discloser has engaged in that is revealed in their disclosure.

10.4. False or misleading disclosures

When making a disclosure, you will be expected to have reasonable grounds to suspect the information you are disclosing is true, but you will not be subject to a penalty if the information turns out to be incorrect. The motive shall not be relevant for qualifying a disclosure for protection. However, you must not make a report that you know is not true or is misleading. This will be considered as a serious matter and may result in disciplinary action. There may also be legal consequences if you knowingly make a false report.

11. What happens after a report is made?

11.1. How are reports investigated?

The Whistleblower Protection Officers are responsible for receiving, forwarding and acting upon report made under this Policy

1. The report will be acknowledged by the Whistleblower Protection officer within a reasonable period after the disclosure is received, if the discloser can be contacted.
2. Disclosures will then be assessed to decide whether it should be investigated. The Whistleblower may be requested to clarify or provide further information to assist this decision-making process.

3. If the disclosure is assessed as requiring investigation, the Whistleblower Protection Officer will appoint a Whistleblower Investigation Officer, who does not have any conflict of interest, to conduct the investigation. (This may likely lead to the appointment of an external party to avoid any Conflicts of Interest)
4. The Whistleblower will be informed of the appointment of Whistleblower Investigation Officer, who will contact the Whistleblower as soon as practicable to acknowledge receipt of the disclosure and to establish a process, including established timeframes, for reporting to the whistleblower on the progress of dealing with the disclosure, provided the disclosure has not been made on anonymous basis or you have not provided your consent to be contacted.
5. The Whistleblower Investigation Officer will conduct or commission an investigation with the support of internal or external resources as appropriate. If you have not provided your consent to be contacted, or if you decline or can't provide further information, this may limit the Company's ability to investigate the matter fully, and in some circumstances, could mean that an investigation is not possible. We will endeavour to let you know if this is the case.
6. Investigations will follow an objective, fair and confidential process and will be conducted independently of you and the person(s) the subject of the Whistleblower Disclosure. Anyone asked to participate in an investigation must advise the Whistleblower Investigation Officer of any real or potential conflict of interest.
7. All investigations will be conducted as quickly and efficiently, as the circumstances permit, under the supervision of a Whistleblower Protection Officer. The Whistleblower Investigation Officer will inform the Whistleblower when the investigation had begun, provide regular updates as the investigation progresses and notify the Whistleblower of the outcome of the investigation.

11.2. What happens after an investigation?

Once an investigation ends, the Whistleblower Investigation Officer will issue a report on, or summary of, the findings and the evidence on which the findings are based to the Company's Board of Directors. (Excluding any conflicted party).

Depending on the circumstances of the Whistleblower Disclosure, and any privacy or confidentiality concerns, the Whistleblower Investigation Officer will inform you, and/or the person who is subject of the Whistleblower Disclosure, of the findings; however, neither you nor the person who is the subject of the Whistleblower Disclosure will be provided with a copy of the investigation report / summary.

If your concerns about Reportable Conduct are substantiated, then appropriate disciplinary steps or other action will be taken. Due to confidentiality reasons, you will not generally be provided with details of the action taken. If your concerns have not been substantiated, an explanation will be provided to you subject to any relevant privacy and confidentiality considerations.

12. Can I escalate my concerns?

If you believe that your Disclosure was not dealt with according to this Policy, or you are dissatisfied with the investigation outcome, then you may escalate the matter with Whistleblower Investigation Officer in the first instance or otherwise to the Chair of the Board of Directors.

The Whistleblower Investigation Officer in consultation with the Chair of the Board of Directors, 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 a Whistleblower Investigation Officer, in consultation with the Chair of the Board of Directors, to the police, and if appropriate, other regulatory authorities.

13. Roles and Responsibilities

Position	Accountabilities
Whistleblower Protection Officer	<ul style="list-style-type: none"> Receiving reports made under this Policy and following this Policy; Protecting Eligible Whistleblowers from loss or damage because they made a report under this Policy; Making sure the protection and support in section 8 are provided to Eligible Whistleblowers who report Reportable Conduct; Providing guidance and support if someone makes a complaint or reports a concern, including about an investigation, confidentiality or protection under this Policy.
Whistleblower Investigation Officer	<ul style="list-style-type: none"> Conducting investigations of whistleblower complaints in accordance with this Policy. Responding to whistleblower complaints and providing updates on investigation progress and outcomes. Understanding and communicating appropriate details of any consequences to the Ethos Urban's Board of Directors.
Company Secretary	<ul style="list-style-type: none"> Reviewing the Policy Making sure the right people are appointed to the position of Whistleblower Investigation Officer and Whistleblower Protection Officer. Monitoring compliance with this Policy. Making sure this Policy is available on the Company's intranet and external website so that it is accessible to disclosers outside of Ethos Urban. Making sure people are trained about this Policy and their accountabilities under it.
Board of Directors	<ul style="list-style-type: none"> Approve or reject the Policy and any changes which are not minor administrative changes. If appropriate, direct to make any amendments that the Policy as it thinks are necessary. Monitoring the effectiveness of this Policy.

14. Accessibility of this Policy and training

Ethos Urban will provide mandatory training on this Policy to its officers and employees and provide access to this Policy on Ethos Urban's SharePoint site

15. Non-compliance

Breach of this policy may be regarded as misconduct, which may lead to disciplinary action (including termination of employment or engagement). An individual may also be exposed to criminal or civil liability for a breach of relevant legislation.

16. Review

The Company Secretary is responsible for reviewing the effectiveness of this Policy, including key protections and support to disclosers, on an annual basis. Amendments to this Policy require approval from the Company's Board.

Document history

Version	Date	Approved by
1	2 August 2023	Board of Directors