



Whistleblower Policy

15 August 2023

1. Purpose and scope

Raptis Group Ltd (the “Company”) and each of its related corporate bodies are committed to the highest standards of conduct and ethical behaviour in all of our business activities and to promoting and supporting a culture of honest and ethical behaviour, corporate compliance and good corporate governance. This Global Whistleblower Policy (“Policy”) applies to the Company and each of its related bodies corporate (collectively the “Group” and each entity individually a “Group Company”) in accordance with the laws relevant jurisdiction where the Group operates. When reviewing and applying this Policy, the references in this Policy to “Company” also apply to the relevant Group Company (as appropriate). The Company encourages the reporting of any instances of suspected unethical, illegal, fraudulent or undesirable conduct involving the Company’s businesses and provides protections and measures so that those persons who make a report may do so confidentially and without fear of intimidation, disadvantage or reprisal. This Policy does not in any way restrict or diminish the right of any individual to make disclosures directly to regulators of the Company, such as Australian Securities and Investments Commission (ASIC) and Australian Prudential Regulation Authority (APRA) – refer to section 5 for circumstances in which statutory protections are available when making a report to a regulator. The Company has established this Policy to provide guidelines for reporting potential, actual, or suspected violations of any laws, rules, or regulations. This Policy applies to all employees, officers, and directors of the Company, all of whom are referred to as “employees” or “you” throughout this Policy. This Policy applies to directors, officers and employees of the Company and is available on the Company’s website and on the Company’s intranet page. It extends to customers and suppliers.

2. What is reportable conduct?

You may make a report under this Policy if you have reasonable grounds to suspect that a Company director, officer, employee, contractor, supplier, tenderer, customer or other person who has business dealings with the Company has engaged in conduct which:

- (a) is dishonest, fraudulent or corrupt, including bribery or other activity in breach of the Company’s Code of Conduct;
- (b) is illegal activity (such as theft, violence, harassment or intimidation, criminal damage to property or other breaches of state or federal law);
- (c) is unethical or in breach of the Company’s policies (such as dishonestly altering company records or data, adopting questionable accounting practices or wilfully breaching the Company’s Code of Conduct or other policies or procedures);
- (d) is potentially damaging to the Company, a Company employee or a third party, such as unsafe work practices, environmental damage, health risks, or abuse of the Company’s property or resources;
- (e) amounts to an abuse of authority;
- (f) may cause financial loss to the Company or damage its reputation or be otherwise detrimental to the Company’s interests;
- (g) involves violations of internal accounting controls, or any other auditing or financial matters, or the reporting of fraudulent financial information;
- (h) involves harassment, discrimination, victimisation or bullying, other than personal work related grievances as provided under local law; or
- (i) involves any other kind of misconduct or an improper state of affairs or circumstances (collectively referred to herein as “Reportable Conduct”).

Annexure A describes special protections for whistleblowers in Australia who disclose information concerning misconduct or an improper state of affairs or circumstances in relation to the Company or a Group Company under the Corporations Act 2001 (Cth) (Corporations Act).

Annexure B describes special protections for tax whistleblowers in Australia who disclose information concerning misconduct or an improper state of affairs in relation to the tax affairs of the Company under the Taxation Administration Act 1953 (Cth) (Taxation Administration Act).

3. What information do I need to provide in my report?

For a report to be investigated, it must contain enough information to form a reasonable basis for investigation. You must provide as much information as possible. This includes any known details about the events underlying the report including (but not limited to):

- (a) date;
- (b) time;
- (c) location;
- (d) name of person(s) involved;
- (e) possible witnesses to the events; and
- (f) evidence of the events (e.g. documents, emails).

In your report, include any steps you may have already taken to report the matter elsewhere or to resolve the concern.

If a report does not contain sufficient information to form a reasonable basis for investigation, the Protected Disclosure Officer will request additional information from you. If this additional information cannot be obtained and the investigation is unable to be carried out, the report will be closed and you will be informed.

4. Who can I make a report to?

The Company has several channels for making a report if you become aware of any issue or behaviour which you consider to be Reportable Conduct:

Company employees, contractors and external parties (external parties being customers and members of the general public)

For the purposes of this policy to ensure appropriate escalation and timely investigation, we request that reports are made to any one of our Protected Disclosure Officers, listed below:

James Raptis
Phone: 07 5628 0474
Email: jraptis@raptis.com

You may raise the matter with an “officer” or “senior manager” of the Company. This includes a director, or an executive in the Company who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the Company, or who has the capacity to affect significantly the Company’s financial standing. This may include an executive general manager or general manager.

5. Raptis’ investigation of reportable conduct

The Company will investigate all matters reported under this Policy as soon as practicable after the matter has been reported. A Protected Disclosure Officer may, with your consent, appoint a person to assist in the investigation of a report. Where appropriate, the Company will provide feedback to you regarding the investigation's progress and/or outcome (subject to considerations of the privacy of those against whom allegations are made).

The investigation will be conducted fairly, objectively and confidentially, and otherwise as is reasonable and appropriate having regard to the nature of the Reportable Conduct and the circumstances.

While the particular investigation process and enquiries adopted will be determined by the nature and substance of the report, in general, as soon as practicable upon receipt of the report, if the report is not anonymous, a Protected Disclosure Officer or investigator will contact you to discuss the investigation process including who may be contacted and such other matters as are relevant to the investigation.

Where a report is submitted anonymously, the Company will conduct the investigation and its enquiries based on the information provided to it.

6. Protection of whistleblowers

The Company will seek to maintain confidentiality to the greatest extent possible and in accordance with applicable law in respect of all matters raised under this Policy, and is committed to ensuring that those who make a report are treated fairly and do not suffer detriment.

(a) Protection against detrimental conduct

The Company strictly prohibits and does not tolerate unlawful retaliation against any employee for reporting Reportable Conduct or suspected Reportable Conduct in good faith or otherwise cooperating in an investigation of Reportable Conduct. All forms of unlawful retaliation are prohibited, including dismissal, demotion, harassment, discrimination, disciplinary action, bias, threats or other unfavourable treatment connected with making a report or cooperating in an investigation.

If you are subjected to detrimental treatment as a result of making a report under this Policy you should:

- (i) inform a Protected Disclosure Officer, officer or executive immediately; or
- (ii) raise it in accordance with paragraph 3 of this Policy.

Nothing in this Policy is intended to prohibit an employee subjected to detrimental treatment as a result of making a report under this Policy from seeking relief from a governmental or administrative agency or filing a civil suit.

(b) Protection of your identity and confidentiality

Subject to compliance with legal requirements, upon receiving a report under this Policy, the Company will only share your identity as a whistleblower or information likely to reveal your identity if:

- (i) you consent;
- (ii) the concern is reported to a relevant government agency (e.g. ASIC, APRA, the Tax Commissioner or the Australian Federal Police (AFP)); or
- (iii) the concern is raised with a lawyer for the purpose of obtaining legal advice or representation.

Any disclosures of your identity or information likely to reveal your identity will be made on a strictly confidential basis.

If the Company needs to investigate a report, it may disclose information that could lead to your identification, but it will take reasonable steps to reduce this risk.

Information disclosed during the course of the investigation will, to the extent possible and appropriate, remain confidential, except as may be reasonably necessary under the circumstances to facilitate the investigation, take remedial action, or comply with applicable law.

(c) Protection of files and records

All files and records created from an investigation will be retained securely.

Unauthorised release of information to someone not involved in the investigation (other than the executive team or directors who need to know to take appropriate action, or for corporate governance purposes) without your consent as a whistleblower will be a breach of this Policy.

Whistleblowers are assured that a release of information in breach of this Policy will be regarded as a serious matter and will be dealt with under the Company's disciplinary procedures.

The Company and each Group Company complies with applicable federal, state, and local whistleblower legislation, including:

- Australian legislation that provides special protection to disclosures provided certain conditions are met (refer to Annexures A and B for further details)

7. Duties of employees in relation to reportable conduct

It is expected that employees of the Company who become aware of actual, or suspect on reasonable grounds, potential cases of Reportable Conduct will make a report under this Policy or under other applicable policies.

8. What are the consequences of non-compliance?

A breach of this Policy may, in some circumstances, result in disciplinary action up to and including dismissal.

9. Group reporting procedures

The Group and Protected Disclosure Officers (as appropriate) will report to the Company's board on the number and type of whistleblower incident reports annually, to enable the Company to address any issues at a Group level.

These reports will be made on a 'no names' basis, maintaining the confidentiality of matters raised under this Policy.

Raptis will receive copies of all Group Company corporate board whistleblower reports and whistleblower reports from Protected Disclosure Officers (as appropriate). In addition, serious and/or material Reportable Conduct will be considered by the Protected Disclosure Officers for immediate referral to the Chairman of Raptis Group Limited.

10. Policy governance

The Board has overall responsibility for this Policy. The Company's executive management is responsible for the oversight, implementation and communication of the Policy. The Policy is managed by the Policy owners.

This Policy cannot be amended without approval of the Company Board. Material changes to the Policy must be approved by the Company Board. The Policy will be reviewed every two years to ensure that it remains effective and meets best practice standards and the needs of the Company.

Annexure A

Special protections under the Australian Corporations Act

The Corporations Act gives special protection to disclosures about any misconduct or improper state of affairs relating to the Company if the following conditions are satisfied:

No.	Condition	Description
1	Eligible Whistleblower	The whistleblower is or has been: <ol style="list-style-type: none"> (a) an officer or employee of a Group Company; (b) an individual who supplies goods or services to a Group Company or an employee of a person who supplies goods or services to a Group Company; (c) an individual who is an associate of a Group Company; or (d) a relative, dependent or dependent of the spouse of any individual referred to at (a) to (c) above.
2	Eligible Recipient	<ol style="list-style-type: none"> (a) The report is made to: (b) a Protected Disclosure Officer; (c) an officer or senior manager of a Group Company concerned; (d) the Company's external auditor (or a member of that audit team); (e) an actuary of a Group Company; (f) ASIC; (g) APRA; or (h) a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the Corporations Act.
3	Disclosable matters	<ol style="list-style-type: none"> (a) The whistleblower has reasonable grounds to suspect that the information being disclosed concerns misconduct, or an improper state of affairs or circumstances in relation to the Company Group. This may include: (b) a breach of legislation including the Corporations Act; (c) an offence against the Commonwealth punishable by imprisonment for 12 months or more; or (d) conduct that represents a danger to the public or financial system.
Examples of conduct which may amount to a breach of the Corporations Act include:		
<ul style="list-style-type: none"> • Insider Trading; • Insolvent trading; • Breach of the continuous disclosure rules; • Failure to keep accurate financial records; • Falsification of accounts; • Failure of a director or other officer of the Group to act with the care and diligence that a reasonable person would exercise or to act in good faith in the best interests of the corporation or failure of a director to give notice of any material personal interest in a matter relating to the affairs of the Company. 		

NO.	The protections given by the Corporations Act when these conditions are met are:
1	The whistleblower is immune from any civil, criminal or administrative legal action (including disciplinary action) for making the disclosure.

2	No contractual or other remedies may be enforced, and no contractual or other right may be exercised, against the whistleblower for making the report.
3	In some circumstances, the reported information is not admissible against the whistleblower in criminal proceedings or in proceedings for the imposition of a penalty.
4	Anyone who causes or threatens to cause detriment to a whistleblower or another person in the belief or suspicion that a report has been made, or may have been made, proposes to or could be made, may be guilty of an offence and may be liable for damages.
5	A whistleblower's identity cannot be disclosed to a Court or tribunal except where considered necessary.
6	The person receiving the report commits an offence if they disclose the substance of the report or the whistleblower's identity, without the whistleblower's consent, to anyone except ASIC, APRA, the AFP or a lawyer for the purpose of obtaining legal advice or representation in relation to the report.

Confidentiality

If a report is made, the identity of the discloser must be kept confidential unless one of the following exceptions applies:

1	The discloser consents to the disclosure of their identity.
2	Disclosure of details that might reveal the discloser's identity is reasonably necessary for the effective investigation of the matter.
3	The concern is reported to ASIC, APRA, or the AFP.
4	The concern is raised with a lawyer for the purpose of obtaining legal advice or representation.

Annexure B

Special protections under the Australian Taxation Administration Act

The Taxation Administration Act gives special protection to disclosures about a breach of any Australian tax law by the Company or misconduct in relation to the Group's tax affairs if the following conditions are satisfied:

No.	Condition	Description
1	Eligible Whistleblower	The whistleblower is or has been: <ul style="list-style-type: none"> (a) an officer or employee of a Group Company; (b) an individual who supplies goods or services to a Group Company or an employee of a person who supplies goods or services to a Group Company; (c) an individual who is an associate of a Group Company; (d) a spouse, child, dependent or dependent of the spouse of any individual referred to at (a) to (c) above.
2	Eligible Recipient	The report is made to: <ul style="list-style-type: none"> (a) a Protected Disclosure Officer; (b) a director, secretary or senior manager of a Group Company concerned; (c) any Group Company external auditor (or a member of that audit team); (d) a registered tax agent or BAS agent who provides tax or BAS services to a Group Company; (e) any other employee or officer of the Company who has functions or duties relating to tax affairs of the Company (e.g. an internal accountant) (Company recipients); (f) the Commissioner of Taxation; or (g) a lawyer for the purpose of obtaining legal advice or representation in relation to a report.
3	Reports to Company recipient	If the report is made to a Company recipient, the whistleblower: <ul style="list-style-type: none"> (a) has reasonable grounds to suspect that the information indicates misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of a Group Company or an associate of that company; and (b) considers that the information may assist the Company recipient to perform functions or duties in relation to the tax affairs of a Group Company or an associate of the Company.
4	Reports to Commissioner of Taxation	If the report is made to the Commissioner of Taxation, the whistleblower considers that the information may assist the Company recipient to perform functions or duties in relation to the tax affairs of a Group Company or an associate of the company.

NO. The protections given by the Corporations Act when these conditions are met are:	
1	The whistleblower is immune from any civil, criminal or administrative legal action (including disciplinary action) for making the disclosure.
2	No contractual or other remedies may be enforced, and no contractual or other right may be exercised, against the whistleblower for making the report.
3	Where the disclosure was made to the Commissioner of Taxation, the reported information is not admissible against the whistleblower in criminal proceedings or in proceedings for the imposition of a penalty, except where the proceedings are concerned with whether the information is false.
4	Unless the whistleblower has acted unreasonably, a whistleblower cannot be ordered to pay costs in any legal proceedings in relation to a report.
5	Anyone who causes or threatens to cause detriment to a whistleblower or another person in the belief or suspicion that a report has been made, or may have been made, proposes to or could be made, may be guilty of an offence and liable to pay damages.
6	A whistleblower's identity cannot be disclosed to a Court or tribunal except where considered necessary.
7	The person receiving the report commits an offence if they disclose the substance of the report or the whistleblower's identity, without the whistleblower's consent, to anyone except the Commissioner of Taxation, the AFP or a lawyer for the purpose of obtaining legal advice or representation in relation to the report.

Confidentiality	
If a report is made, the identity of the discloser must be kept confidential unless one of the following exceptions applies:	
1	The discloser consents to the disclosure of their identity.
2	Disclosure of details that might reveal their identity is reasonably necessary for the effective investigation of the allegations.
3	The concern is reported to the Commissioner of Taxation or the AFP.
4	The concern is raised with a lawyer for the purpose obtaining legal advice or representation.