

WHISTLEBLOWER POLICY

Xamble Group Limited
ARBN 605 927 464

Adopted in March 2024



WHISTLEBLOWER POLICY

1 INTRODUCTION AND PURPOSE

1.1 Introduction

Xamble Group Limited ARBN 605 927 464 (**Company**) and its subsidiaries (collectively, **Group**) are committed to maintaining high standards of integrity, ethical behaviour and corporate governance and conducting business in compliance with all legal requirements. The Group encourages the reporting of suspected unethical, illegal, fraudulent, corrupt or dishonest conduct and shall ensure that those persons who disclose wrongdoing can do so safely, securely and with confidence that they will be protected and supported.

This policy has been developed to align with, and is underpinned by the Group's values, which are set out in the Company's Code of Conduct.

1.2 Purpose

The purpose of this Whistleblower Policy (**Policy**) is to:

- (a) establish a system for the reporting, investigation and rectification of wrongdoing;
- (b) encourage the reporting of wrongdoing and ensure that any such reports are dealt with appropriately;
- (c) set out how the Company will support and protect individuals who make reports in accordance with this Policy (**Whistleblowers**);
- (d) ensure the Group complies with its legal and regulatory obligations in its local laws, including those under the Australian *Corporations Act 2001* (Cth) (**Corporations Act**); and
- (e) align with the ASX Corporate Governance Principles and Recommendations.

Nothing in this Policy should be taken as restricting anyone from reporting any matter or providing any information to a regulator (such as ASIC or APRA), the police or any other person in accordance with any relevant law, regulation or other requirement.

1.3 Relevant documents

This Policy should be read together with the Company's other policies, including the Code of Conduct and the Anti-bribery and Corruption Policy.

2 WHO DOES THIS POLICY APPLY TO?

This Policy applies to anyone who is, or has been, any of the following in relation to the Group:

- (a) an officer or employee (e.g. current and former employees who are permanent, part-time, fixed-term or temporary, interns, secondees, managers, and Directors);



- (b) a supplier of services or goods to the Group (whether paid or unpaid), including their employees (e.g. current and former contractors, consultants, service providers and business partners);
- (c) an associate (within the meaning of the Corporations Act) of the Group; or
- (d) a relative, dependant or spouse of an individual mentioned in paragraphs (a) to (c) above, (collectively, **Personnel**).

3 REPORTABLE MATTERS

3.1 What wrongdoing is reportable?

Personnel may report any conduct, whether actual, reasonably suspected or intended, by the Group or an officer or employee of the Group (acting in that capacity) that is:

- (a) dishonest, fraudulent or unethical;
- (b) illegal, corrupt or constitutes an irregular use of Group funds;
- (c) oppressive, discriminatory or grossly negligent;
- (d) an unsafe work-practice or contributes to an unsafe work practice;
- (e) a serious breach of the Company's policies (including the protections afforded to Whistleblowers under this Policy);
- (f) an improper or misleading practice regarding accounting or financial reporting;
- (g) a failure to comply with any legal or regulatory obligation or the ASX Listing Rules;
- (h) a serious risk to public safety, the financial system or the environment;
- (i) a deliberate concealment of any conduct referred to in paragraphs (a) to (h) above; or
- (j) a matter which is stated to be reportable under this Policy in another policy of the Company,

(each a **Reportable Matter** and, collectively, **Reportable Matters**). Conduct may constitute a Reportable Matter even if it does not involve a contravention of a particular law.

Examples of Reportable Matters include:

- (a) an employee offering or accepting a bribe in course of their employment;
- (b) misuse of customer health information; and
- (c) misleading practices in the preparation of the Company's financial statements.

3.2 Personal work-related grievances

This Policy does not apply to conduct that is not a Reportable Matter or conduct concerning a person's current or former employment which does not:

- (a) have any significant implications for the Group; or
- (b) relate to any conduct, or alleged conduct, about a Reportable Matter,

although it may have personal implications for the person.

Such conduct should be reported and handled in accordance with the Company's usual procedures and policies regarding such matters.

Examples of conduct to which this Policy does not apply include:

- (a) an interpersonal conflict between the person and another employee;
- (b) a decision relating to the terms and conditions of engagement of the person; or
- (c) a decision to suspend or terminate the engagement of the person, or otherwise to discipline the person,

unless it involves retaliation or victimisation against the person for making a report in accordance with this Policy.

4 REPORTING

4.1 Responsibility to report

The Group relies on its Personnel to help maintain its commitment to honest and ethical behaviour. The Group expects all Personnel to report any wrongdoing in accordance with this Policy.

4.2 How to make a report

- (a) A report can be made to:
 - (i) the Chairperson of the Audit and Risk Committee as can be seen on the Company's website at <https://www.xamble.com/our-team/>; or
 - (ii) if (i) above is not applicable for any reason, any Director of the Company

by a sealed letter marked for the attention of the Chairperson of the Audit and Risk Committee and sent to the Company at:

Chairperson of the Audit and Risk Committee
Xamble Group Limited
c/o Level 9, Menara HLX
3 Jalan Kia Peng
50450 Kuala Lumpur
Malaysia



- (b) Any such report should, where possible, be in writing and contain details of:
 - (i) the nature of the alleged conduct and when it is alleged to have occurred;
 - (ii) the person or persons responsible for or involved in the alleged conduct;
 - (iii) the facts on which the Whistleblower's belief that the alleged conduct has occurred, and has been committed by the persons named, are founded; and
 - (iv) the nature and whereabouts of any further evidence that would substantiate the allegations contained in the report, if known.
- (c) Reports can be made anonymously by sending a sealed letter to the Company at Level 9, Menara HLX, 3 Jalan Kia Peng, 50450 Kuala Lumpur, Malaysia. The letter should be marked 'Private and Confidential' and for the attention of the Company and a person listed in paragraph (a) above. It will be delivered unopened to that person. The Company will investigate anonymous reports with the same level of diligence as other reports. However, reports made anonymously may affect the Company's ability to investigate the matter properly and to communicate with a Whistleblower about their report. Accordingly, it is crucial that anonymous reports contain sufficient detail for the Company to investigate the matter.
- (d) Where a Whistleblower wishes to remain anonymous, the Company will take measures to protect the Whistleblower's anonymity by:
 - (i) assigning a pseudonym to the Whistleblower in circumstances where the Whistleblower's identity is known to the recipient of a report but does not wish to disclose his or her identity to others; and
 - (ii) providing the Whistleblower with access to an anonymised email address for the purposes of facilitating ongoing communication with the Whistleblower about their report.
- (e) To avoid jeopardising an investigation, prior to the resolution of the matter, Whistleblowers are required to keep confidential the fact that a report has been made (subject to any legal requirements). However, this does not prevent the Whistleblower from making the same or further disclosures to any other person listed in paragraph (a) above.

4.3 Deliberate false reporting

A false report of a Reportable Matter could have significant effects on the Group's reputation and the reputation of individuals and could also cause considerable waste of time and resources.

Anyone who knowingly makes a false report of a Reportable Matter, or who otherwise fails to act honestly with reasonable belief in respect of a report, breaches this Policy and may:

- (a) be subject to disciplinary action, including dismissal (the disciplinary action or sanction will depend on the severity, nature and circumstance of the false report); and
- (b) not be afforded the protections given to Whistleblowers under this Policy.



However, the fact that a report turns out to be false will not of itself constitute a breach of this Policy and prevent the Whistleblower from being afforded the protections under this Policy.

5 INVESTIGATIONS

5.1 Investigation process

The key steps which the Company will take following the receipt of a report are as follows:

- (a) The recipient of the report (which must be a person listed in section 4.2(a)) (**Recipient**) will assess the report to determine whether it is a report to which this Policy applies.
- (b) If the Recipient determines that it is a report to which this Policy applies, he or she must as soon as practicable, refer it to the Chairperson of the Audit and Risk Committee of the Company, who will then consider the parameters of a formal investigation. The Whistleblower's identity must not be provided to anybody if the Whistleblower has requested that his or her identity be kept confidential.
- (c) The Chairperson of the Audit and Risk Committee is responsible initially for investigating reports made under this Policy. Investigation processes will vary depending on the nature and substance of the report, and whether the report was made anonymously. The purpose of an investigation is to determine whether or not a report is substantiated. The Company will rectify any wrongdoing uncovered to the extent that this is practicable in all the circumstances.
- (d) The investigation will be conducted in a confidential, fair, thorough, objective and timely manner. If the Chairperson of the Audit and Risk Committee, or a member of the Board is allegedly involved in the alleged conduct, he or she must not take part in the investigation except to the extent required to respond to the allegation.
- (e) The principles of procedural fairness will be observed to the extent possible when investigating a report. The individual against whom the allegation is made must be provided with the right to respond prior to the conclusion of the investigation (where appropriate).
- (f) In investigating reports, the Chairperson of the Audit and Risk Committee may:
 - (i) designate a person to lead the investigation (this person must not be someone implicated in the alleged conduct);
 - (ii) delegate investigation of a report to another person or committee (whether internal or external to the Company) so long as they are not implicated in the alleged conduct; and/or
 - (iii) subject to compliance with the Company's procedures and policies, seek independent professional advice (e.g. from lawyers or auditors).
- (g) The exact process and timing of the investigation will vary depending on the nature of the report. Where practicable, Whistleblowers will be provided with initial feedback within four weeks of making a report, and any further feedback on a fortnightly basis as the matter progresses.
- (h) The outcome of all investigations will be documented in a register securely maintained by the Company having regard to the principles of preserving confidentiality (see section 7).



5.2 Action taken if wrongdoing found

The Company may take a range of actions if the investigation finds that wrongdoing has occurred, including:

- (a) appropriate sanctions against the wrongdoer in accordance with applicable law;
- (b) where illegal conduct has occurred, reporting the matter to the relevant authorities; and
- (c) changes to the Group's procedures to prevent reoccurrence of similar wrongdoing.

5.3 Board to be informed

The Board of Directors of the Company and the Company Secretary must be informed of any material incidents reported under this Policy immediately.

5.4 Communicating with Whistleblowers about their report

- (a) Where reports have not been made anonymously, Whistleblowers will be provided with regular updates and informed of the outcome of the investigation arising from their report, subject to considerations of the privacy of anyone who is the subject of the report, confidentiality requirements and applicable law.
- (b) Where reports are made anonymously, updates on, and the results of, an investigation may only be provided if practicable communication methods are specified by the Whistleblower.

6 WHISTLEBLOWER PROTECTION

6.1 Confidentiality and anonymity

- (a) Whistleblowers are entitled to remain anonymous while making a report, over the course of the investigation and after the investigation is finalised. However, the effectiveness of an investigation may be hindered if a report is made anonymously and the Whistleblower has not provided a means of contacting them.
- (b) Unless required by law, a court or as consented to by the Whistleblower:
 - (i) the person to whom a report is made under this Policy must not disclose the identity of the Whistleblower to anyone else;
 - (ii) the identity of the Whistleblower must be kept confidential from any person not involved in the investigation of the report; and
 - (iii) all files relating to the report must be kept secure, and information received from a Whistleblower must be held in confidence.
- (c) Practical measures which the Company may take to protect a Whistleblower's identity include:
 - (i) redacting all personal information or reference to the Whistleblower;
 - (ii) referring to the Whistleblower in a gender-neutral context;



- (iii) where possible, consulting with the Whistleblower to help identify certain aspects of their report that could inadvertently identify them; and
 - (iv) restricting access to information and records concerning reports made under this Policy.
- (d) A breach of the confidentiality requirements set out above will be regarded as a serious breach of this Policy and may result in disciplinary action including termination of the person's engagement or employment.
- (e) Despite these protections, it is possible that someone might deduce a Whistleblower's identity without there having been a breach of this Policy because, for example, the nature of the report points to one particular individual having made it or otherwise as a consequence of the investigation process.

6.2 Retaliation prohibited

- (a) The Company is committed to ensuring all persons who make a report in accordance with this Policy are afforded confidentiality and fairness and are not subject to any detrimental, recriminatory, harassing or unfavourable treatment for reporting a Reportable Matter.
- (b) Whistleblowers must not be personally disadvantaged for making a report in accordance with this Policy, whether by dismissal, demotion, any form of harassment, discrimination or any form of current or future bias. The Group will take whatever action is possible, consistent with this Policy, to make sure that this is the case.
- (c) Examples of how the Company will, in practice, protect Whistleblowers from detriment include:
 - (i) allowing Whistleblowers to perform their duties from another location such as from home; and
 - (ii) making support services (including counselling or other professional or legal services) available to Whistleblowers.
- (d) Whistleblowers are also encouraged to seek independent legal advice or contact regulatory bodies, such as the Australian Securities & Investments Commission (ASIC), or its local governing body, if they believe they have suffered detriment as a result of making a report in accordance with this Policy.
- (e) A breach of the protections set out above will be regarded as a serious breach of this Policy and a person's terms of engagement or employment and may result in disciplinary action including termination of the person's engagement or employment.

6.3 Whistleblower's own involvement in wrongdoing

- (a) If a Whistleblower is implicated in a Reportable Matter, making a report in accordance with this Policy will not protect the Whistleblower from the consequences flowing from his or her involvement in the wrongdoing. A person's liability for their own conduct is not affected by their report of that conduct under this Policy, although active cooperation in the investigation, an admission and remorse may be taken into account when considering disciplinary or other action.

- (b) For the avoidance of doubt, despite a Whistleblower's involvement in a Reportable Matter, they must not be subjected to, and the Company will ensure they are protected from, any actual or threatened retaliation or victimisation in reprisal for reporting that Reportable Matter in accordance with this Policy.

7 RECORDS

7.1 Maintaining records

The Company will maintain a secure and confidential record of all reports made and all actions taken under this Policy including:

- (a) reports of Reportable Matters;
- (b) complaints of breaches of this Policy; and
- (c) the results of any investigations conducted under this Policy.

7.2 Identity of Whistleblowers not recorded

Unless required by law, a court or as consented to by the Whistleblower, the identity of the Whistleblower, or information that is likely to lead to the identification of the Whistleblower, must be redacted from the records referred to in section 7.1.

8 ADDITIONAL INFORMATION

Personnel should contact the Chairperson of the Audit and Risk Committee if they wish to seek additional information before formally making a report. The Chairperson of the Audit and Risk Committee will endeavour to respond to all queries in a timely manner.

9 REVIEW OF POLICY

The policy will be updated as required to ensure it remains consistent with current law and practice. The latest version of this policy can be found on the Company's website at <https://www.xamble.com/corporate-governance/> or obtained from the Company Secretary.

10 POLICY CONTACTS

Chairperson of Audit and Risk Committee:

Xamble Group Limited
c/o Level 9, Menara HLX
3 Jalan Kia Peng
50450 Kuala Lumpur
Malaysia

