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1. Definitions

APRA	Australian Prudential Regulation Authority
ASIC	Australian Securities and Investments Commission
ATO	Australian Taxation Office
CEO	Chief Executive Officer (Managing Director)
CPO	Chief People Officer
CRO	Chief Risk Officer
CTO	Chief Technology Officer
Discloser(s) / Whistleblower	Refers to the persons eligible to make a disclosure protected by Whistleblower Laws.
ELT	Executive Leadership Team of Monoova, which includes without limitation, the CEO, CTO, CPO and CRO.
Protected Matters	Refers to the types of matters outlined at section 6 below, which are protected by Whistleblower Laws and the terms of this policy.
Whistleblower Laws	Refers to the protections contained in Part 9.4AAA of the *Corporations Act 2001* (Cth) as well as the accompanying *Corporations Regulations 2001* (Cth).
Whistleblower Officer	Refers to the Chair of the Board who is independent and responsible for protecting or safeguarding disclosers, ensuring the integrity of the reporting mechanism and responsible for investigating disclosures.
Work Related Grievance	Refers to an actual or potential complaint in relation to the Discloser's employment or former employment which has or tending to have implications for the Discloser personally.

2. Purpose

Monoova strives to operate with a culture of ethical and appropriate corporate behaviour in all our activities. This includes ensuring that Monoova acts with integrity, honesty and in accordance with good governance principles.

This purpose is supported by:

- ensuring that Monoova has sound procedures to allow all employees, contractors and their families to identify and report genuine concerns about misconduct, breaches of law or any state of affairs that is illegal, unethical or improper, or may cause harm to Monoova, without fear of reprisals;
- ensuring all employees, contractors, and officers of Monoova are aware of the protections

available under this policy and Whistleblower Laws; and

- encouraging all employees (and non-employees) to have the confidence to speak up if they become aware of misconduct, breaches of law or any state of affairs that is illegal, unethical or improper, or may cause harm to Monoova.

This Whistleblower Policy is extremely important as it helps to identify wrongdoing that may not be uncovered unless there is a safe and secure means for disclosing wrongdoing.

3. Scope and Application

This Policy applies to Monoova Limited ("Monoova Group"), its subsidiaries and its internal and external Authorised Representatives.

This policy applies to all Disclosers, as defined in section 7 below.

The policy is not intended to create any contractually binding obligation for Monoova and does not form part of any contract of employment or other contract for engagements with Monoova.

4. Roles and Responsibilities

Role	Responsibility
Board	• Review and approve this policy • Review a periodic summary of Disclosure reports • Adhere to requirements in this policy
Director or Officer of Monoova	• Report to our Whistleblower Officer of any disclosures • Read, understand, and keep up to date with Policy • Apply principles as needed
ELT	• Report to our Whistleblower Officer of any disclosures • Read, understand, and keep up to date with Policy • Apply principles as needed
Whistleblower Officer	• Chair of the Board • First point of contact for receiving Disclosures • Protecting and safeguarding the interests of the Whistleblower (discloser) • Facilitating Investigations process
Chief Risk Officer (CRO)	• Ensure this Policy is reviewed at least annually • Make sure this Policy is available to all employees
All Employees	• Read, understand, and keep up to date with Policy • Apply principles as needed

5. Types of Disclosure Protected by Whistleblower Laws

A disclosure is protected by Whistleblower Laws if:

- the disclosure relates to Protected Matters;
- the information is disclosed by a Discloser identified in section 6 below; and
- the disclosure is made to one of the persons identified in section 7 below or section 8 below (provided the pre-requisites in section 8 have been satisfied).

All of the above 3 conditions must be satisfied for a disclosure to be protected by Whistleblower Laws.

6. Protected Matters

The types of disclosures which are protected are those where the Discloser has reasonable grounds to suspect that the information disclosed concerns misconduct, breach of laws or a state of affairs or circumstances that is illegal, unethical or improper, or may cause harm, in relation to Monoova or its related bodies corporate.

Misconduct includes (but is not limited to) fraud, negligence, default, breach of trust and breach of duty.

These types of Protected Matters would include concerns that Monoova, its related corporate bodies or employees or contractors or officers, authorised representatives or its related bodies corporate, have engaged in conduct that:

- constitutes a contravention of the *Corporations Act 2001* or the *ASIC Act*;
- constitutes an offence against a law of the Commonwealth which is punishable by imprisonment for 12 months or more; and/or
- represents a danger to the public or the financial system, (including conduct posing significant public safety risk or the stability or confidence in the financial system even if the conduct does not involve a breach of a particular law), does not involve a breach of a particular law).

The discloser can still qualify for protection under Whistleblower Laws even if their disclosure turns out to be incorrect or unfounded.

6.1 Examples of Protected Matters

The below list provides some examples of what would constitute as protected matters:

- Illegal conduct, such as theft, dealing in, or use of illicit drugs, violence or threatened violence and criminal damage against property;
- Fraud, money laundering or misappropriation of funds;
- Offering or accepting a bribe;
- Failure to comply with, or breach of, legal or regulatory requirements; or
- 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 planning to make, a disclosure.

6.2 Work Related Grievances

The disclosure of information related to a personal work-related grievance is not generally protected by Whistleblower Laws. A personal work-related grievance relates to information where:

(a) the information concerns a grievance in relation to the Discloser's employment or former employment which has or tending to have implications for the Discloser personally;
(b) the information does not have significant implications for Monoova or related body corporate that do not relate to the Discloser; and
(c) the information does not concern an actual conduct or alleged conduct referred to above.

Examples of personal work-related grievances include interpersonal conflicts between the Discloser and other employees, decisions regarding engaging, transferring, or promoting a Discloser and decisions to discipline a Discloser or suspend or terminate the engagement of a Discloser.

A disclosure about a personal work-related grievance may still qualify for protection if

(a) it includes information about misconduct, or information about misconduct includes or is accompanied by a personal work-related grievance (a mixed report);
(b) the entity has breached employment or other laws punishable by imprisonment for a period of 12 months or more, engaged in conduct that represents a danger to the public, or the disclosure relates to information that suggests misconduct beyond the discloser's personal circumstances;
(c) the Discloser suffers from or is threatened with detriment for making a disclosure; or
(d) the Discloser seeks legal advice or legal representation about the operation of the whistleblower protections under the Corporations Act.

Internal personal work-related grievances should be made relating to Monoova's Grievance and Complaints process set out in the HR Manual.

7. Who can make disclosures about protected matters?

Each of the following persons (whether current or former) may make a protected disclosure:

(a) Monoova directors, employees, officers, contractors, consultants;
(b) suppliers of goods or services to Monoova;
(c) employees of suppliers of goods or services to Monoova; and
(d) the Company related bodies corporate (and their directors/secretaries); or
(e) a relative, dependent or spouse of any of those people above.

7.1 Anonymity

There is no requirement for a Discloser to identify themselves in order to be protected by the Whistleblower Laws. That is, protected disclosures may be made anonymously. A person may

choose to remain anonymous while making a disclosure, over the course of the investigation and after the investigation is finalised.

A Discloser may refuse to answer questions if they feel that the answer could reveal their identity at any time.

Monoova has adopted processes to help protect a Discloser's anonymity, including providing access to an external anonymous hotline, details of which are set out in section 13 under 'External Disclosure'.

8. Who can a protected matter be disclosed to?

To be protected by Whistleblower Laws, the disclosure of a Protected Matter must be made to:

- ASIC or APRA or any other Commonwealth body that is prescribed by the Whistleblower Laws (which may include the ATO with respect to taxation matters);
- a legal practitioner for the purposes of obtaining legal advice or representation in relation to Whistleblower Laws;
- a director, an officer or ELT member of Monoova or its related bodies corporate;
- an auditor or member of an audit team conducting an audit on Monoova or its related bodies corporate;
- the Whistleblower Officer; or
- external Whistleblower hotline, details of which are set out in section 13 under 'External Disclosure'.

9. Disclosures to politicians and journalists

A disclosure of a Protected Matter to a journalist or member of State or Federal Parliament will be protected by Whistleblower Laws only if it qualifies for the public interest requirements or emergency requirements outlined below.

9.1 Public Interest Disclosures

A disclosure of Protected Matters to a member of State or Federal Parliament or journalist will be protected by Whistleblower Laws if all of the following requirements are satisfied:

(a) the Discloser has previously made a disclosure of the information to ASIC, APRA or another Commonwealth body prescribed by the Whistleblower Laws;

(b) at least 90 days have passed since the previous disclosure was made;

(c) the Discloser does not have reasonable grounds to believe that action is being or has been taken to address the previous disclosure;

(d) the Discloser has reasonable grounds to believe that making a further disclosure of the information to a member of Parliament or journalist would be in the public interest;

(e) the Discloser has given the body to which the disclosure was originally made written notification that identifies the previous disclosure (with sufficient information) and states that the Discloser intends to make a public interest disclosure; and

(f) the extent of information disclosed is no greater than is necessary to inform the journalist or member of Parliament of the relevant misconduct or improper state of affairs.

9.2 Emergency Disclosures

A disclosure of Protected Matters to a journalist or member of State or Federal Parliament will be protected by Whistleblower Laws if all of the following requirements are satisfied:

(a) the Discloser has previously made a disclosure of the information to ASIC, APRA or another Commonwealth body prescribed by the Whistleblower Laws;

(b) at least 90 days have passed since the previous disclosure was made;

(c) the Discloser 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;

(d) the Discloser has given the body to which the disclosure was originally made written notification that identifies the previous disclosure (with sufficient information) and states that the Discloser intends to make an emergency disclosure; and

(e) the extent of information disclosed is no greater than is necessary to inform the journalist or member of Parliament of the substantial and imminent danger.

9.3 Taking care with Public Interest or Emergency Disclosures

It is important for a Discloser to understand the criteria for making a public interest or emergency disclosure.

A Discloser should contact an independent legal adviser before making a public interest or emergency disclosure.

10. Confidentiality

Where a disclosure is protected by Whistleblower Laws, the Laws prohibit persons from disclosing the identity of a Discloser or disclosing information that is likely to lead to the identification of the Discloser.

Persons may only disclose the identity of a Discloser with the Discloser's consent or to ASIC, APRA, the Australian Federal Police, a legal practitioner for the purposes of obtaining legal advice about the Whistleblower Laws or to other persons or bodies prescribed by the Whistleblower Laws.

Persons may also disclose the existence of the Protected Matters (without disclosing the identity of the Discloser) to the extent necessary for the matters to be investigated, provided all reasonable steps are taken to reduce the risk that the Discloser's identity can be discovered. These disclosures may include disclosures to:

- the Chief Executive Officer or the Chairman of the Audit Risk and Compliance Committee;
- Chief People Officer (CPO) to make inquires or to conduct investigations or order external investigations as is deemed appropriate; and

- disclosures to respondents to complaints to ensures that the person/s against whom allegations are made are given the opportunity to respond to any allegations.

Any breach of these confidentiality protections is illegal and attract significant fines for both individuals and companies.

If a Discloser believes that the confidentiality obligations outlined in this section have not been complied with the Discloser may lodge a complaint as follows:

Internal Complaint

Complaints can be made to the Whistleblower Officer, Discloser's line manager, any Director or officer of Monoova or member of the ELT.

External Complaint

Complaints can be made to external Whistleblower Hotline (details of which are set out in section 13 under 'External Disclosure'), or ASIC, APRA or the ATO for investigation.

11. Immunity for Discloser

If a Discloser makes a disclosure protected by Whistleblower Laws, the Discloser cannot be subject to any civil or criminal liability for making the disclosure and cannot be subject to any contractual breach or other civil claim based on the disclosure.

No administrative action (e.g., disciplinary action) can be taken against a person for making a disclosure protected by Whistleblower Laws.

No contract of employment or contract for services can be terminated on the basis that a protected disclosure constitutes a breach of contract.

12. Victimisation Prohibited

Whistleblower Laws prohibit any person or company from:

(a) engaging in any conduct that causes detriment to any person because that person (or another person) made a disclosure, proposes to make or could make a disclosure about a Protected Matter relating to Whistleblower Laws; or

(b) carrying out any threats to cause detriment to any person (whether express or implied threats) because that person (or another person) made a disclosure, proposes to make, or could make a disclosure about a Protected Matter relating to Whistleblower Laws.

12.1 Examples of detrimental conduct

The below list provides some examples of detrimental conduct:

- dismissing, harassing or intimidating an employee;
- injuring an employee in his or her employment;
- altering an employee's position or duties to his or her disadvantage;

- discrimination between employees;
- harassment or intimidation of a person;
- harm or injury to a person, including psychological harm;
- damage to a person's property or reputation; or
- damage to a person's business or financial position

Examples of conduct that is not detrimental in breach of Whistleblower Laws include:

- administrative action that is reasonable for the purpose of protecting a Discloser from detriment; or
- managing a Discloser's unsatisfactory work performance if the action is line with Monoova's performance management framework.

12.2 Consequences for breach of these Victimisation provisions

Where a person or company engages in breaches of these protections, significant fines apply and persons who are adversely affected may obtain compensation orders from a Court in relation to any detriment caused.

Compensation and other remedies are also available to a Discloser if Monoova fails to take reasonable precautions and exercise due diligence to prevent detrimental conduct from occurring.

Persons who have their contracts terminated in contravention of these protections may also have their contracts reinstated by a Court.

If you believe that you have been subject to any prohibited detrimental conduct you may seek legal advice about these matters.

13. How to Make a Disclosure and Investigating Protected Matters

A Disclosure may be made:

- personally;
- anonymously; or
- through a pseudonym.

Persons may disclose Protected Matters by either of the following avenues:

Internal Disclosure	External Disclosure

Submit a written complaint or report and any relevant documentation on any Protected Matters to the person identified in Section 8 of this policy who is the Discloser's line manager, ELT member, officer or director of Monoova (if they feel comfortable to do so), who in turn will report the concerns to the Whistleblower Officer. If a Discloser has a concern with internal disclosure, (for example the Discloser reasonably believes that the manager is involved in the Protected Matters or the Discloser does not feel comfortable reporting it to their manager for any other reason), then the Discloser may submit a report directly to the Whistleblower Officer via email: whistleblower@monoova.com	The Discloser may contact Monoova's external Whistleblower Hotline, being Australian Business Lawyers & Advisors: • via phone 1300 329 117 and quote reference ID MNV-1 Or via email to Whistleblower Officer: whistleblower@monoova.com Alternatively, you can also directly contact the Whistleblower Officer – Stuart Nash, Chair of Board on: • Mobile Number: +61 (0) 413 076 568 • Email: stuart@craigcorp.com.au

Where the Whistleblower is comfortable to do so, it is preferred that matters are raised internally in the first instance.

In making a disclosure, Whistleblowers are requested to provide all information at hand and any known details about the events, such as:

- The date of the events;
- The nature of the events;
- The name of the Persons involved in the events;
- Possible witnesses to the events; and
- Evidence of the events (e.g., documents, emails, etc.).

13.1 Investigations

Protected Matters will be referred to the Whistleblower Officer for investigation to determine whether misconduct, breach of laws or some other improper state of affairs exists.

The Whistleblower Officer will investigate the relevant matters in a manner compliant with the confidentiality obligations outlined in Section 10 of this policy.

The Whistleblower Officer may alternatively:

- appoint an appropriately qualified and impartial person or entity to investigate the relevant matters; or
- refer Protected Matters directly to ASIC, APRA, or the Australian Federal

Police. Whilst every investigation process will differ according to the relevant

circumstances, the
Whistleblower Officer will ordinarily ensure that appropriate enquiries are made to determine whether:

(a) the disclosure qualifies for protection;

(b) the allegations are substantiated; and

(c) responsive action needs to be taken in order to address any established misconduct or other improper state of affairs.

The timeframe for conducting investigations will differ depending on the complexity of a disclosure, however, all disclosures will be investigated as promptly as is reasonably practicable.

The Discloser will be provided with regular updates, assuming the Discloser can be contacted. The frequency and timeframe of updates may vary depending on the nature of the disclosure. Key updates will ordinarily include (but are not necessarily limited to):

- that the disclosure has been received;
- when the investigation processes has begun; and
- when the investigation process has concluded.

14. Supporting Whistleblowers, Providing Fair Treatment and Protection from Detriment

Monoova intends to support Disclosers making disclosures about Protected Matters and to put in place procedures to promote fair treatment of Disclosers and protect them from detriment. This can be achieved by:

- handling disclosures confidentially, where practical and appropriate in the circumstances;
- ensuring each disclosure is assessed and is subject of an assessment and investigation (if the disclosure qualifies as a Protected Matter);
- ensuring secure record keeping processes that restrict information to disclosures about Protected Matters to those persons who may receive such information relating to this policy;

- ensuring the Discloser's personal information is redacted and where possible, ensuring the Discloser is referred to in a gender-neutral context, unless the Discloser consents to having their identity disclosed;
- investigating all complaints in accordance with the procedures outlined in this policy;
- implementing investigation processes which are procedurally fair to both Disclosers and respondents to allegations;
- in circumstances where a Discloser consents, having an appropriate ELT member or CPO monitor the
  Discloser's treatment in the workplace for relevant periods to ensure no victimisation takes place;
- where practicable, allowing the Discloser to perform their duties from another location, reassign the Discloser to another role at the same level, make other modifications to the Discloser's workplace or the way they perform their duties to assist in protecting the Discloser from detrimental acts;
- ensuring all Disclosers are aware of the process for lodging complaints if they believe their identity has been improperly disclosed or if they believe that they have been subject to improper victimisation in breach of this policy;
- conducting periodic training on the Whistleblower Laws and this policy;
- communicating this policy to the Monoova employees, contractors and officers; and
- taking appropriate disciplinary action against any employees or contractors that breach the victimisation or confidentiality provisions of the Whistleblower Laws.

15. Access to this Policy

This policy will be made available to all Monoova employees, contractors and officers by the following means:

- The policy will be available internally to employees
- On implementation, the policy will be communicated to all employees, contractors and officers by way of email
- The policy will otherwise be disclosed to employees on commencement of employment
- To ensure persons outside of Monoova can access the policy, the policy will also be published on the Monoova website.

16. Breaches of this Policy

All employees and contractors of Monoova are required to comply with this policy at all times as well as with Whistleblower Laws.

Non-compliance with this policy or Whistleblower Laws may result in disciplinary action up to and
including termination of employment or termination of a contractor's services.

17. Exemptions to Policy

There are no exemptions for this policy.