



Whistleblower Policy and Procedures

Microequities Asset Management Group Limited

ACN 110 777 056

Version 1.0

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1. Introduction

Microequities Asset Management Group Limited (**Microequities** or “the **Company**”) is committed to creating and maintaining an open working environment in which employees, directors (whether they are full-time, part-time or casual), contractors, suppliers, partners and consultants can raise concerns regarding actual or suspected unethical, unlawful or undesirable conduct.

The Board of Directors and Executives recognise that any genuine commitment to detecting and preventing illegal and other undesirable conduct must include a mechanism whereby employees and others can report their concerns freely and without fear of reprisal or intimidation. The Whistleblower Policy and Procedure provides such a mechanism and encourages the reporting of such conduct.

2. Purpose

The purpose of this Policy is to:

- Promote an open and transparent culture within Microequities
- Encourage employees, directors, suppliers, partners and consultants to report an issue if they genuinely believe a person or persons has breached Microequities’ Code of Conduct, policies or the law.
- Demonstrate Microequities’ commitment to a fair workplace and outline the process for managing matters of unethical, unlawful or undesirable conduct.
- Protect individuals who in good faith, report unethical, unlawful or undesirable conduct which they reasonably believe to be corrupt, illegal or unethical on a confidential basis, without fear of reprisal, dismissal or discriminatory treatment.
- Assist in ensuring that matters of unethical, unlawful or undesirable conduct and/or unethical behaviour are identified and dealt with appropriately.

3. Scope

This Policy applies to all Microequities’ operations and its wholly owned operating subsidiaries employees, directors, (whether they are full-time, part-time or casual), contractors, suppliers, partners and consultants.

4. Definitions

For the purposes of this Policy, the definitions are as listed below:

Investigation: A search of evidence connecting or tending to connect a person (either a natural person or a body corporate) with conduct that infringes the criminal law, or the policies and standards set by Microequities.

Unethical, unlawful or undesirable conduct: All Microequities employees, directors, contractors and consultants are encouraged to report any genuine concerns that they believe constitute a breach of Microequities’ Code of Conduct, policies or the law. Matters which should be reported under this Policy, whether actual or suspected may include:

- Dishonest, fraudulent, corrupt or unlawful conduct or practices.
- Misleading or deceptive conduct, including conduct or representations which amount to improper or misleading accounting or financial reporting practices.
- Conduct or any proposed conduct, proposal, offer, contract, product or other aspect of Microequities business that breaches the provisions of any Australian legislation (Commonwealth or State).
- Coercion, harassment or discrimination by, or affecting, any member of Microequities or its affiliates.
- A breach of Microequities policies or Code of Conduct.
- Conduct endangering the health and safety of any person or persons which has been reported to management but not acted upon.
- Any action taken against, or harm suffered by a person as a result of making a report under this Policy.
- Any other conduct or act which may cause loss to Microequities or which may otherwise be detrimental to its interests.

Whistleblower: Any Microequities employee, director, contractor or consultant who, whether anonymously or not, makes, attempts to make or wishes to make a report in connection with unethical, unlawful or undesirable conduct and where the whistleblower wishes to avail themselves of protection against reprisal for having made the report.

Whistleblower Officer (WO): A designated Microequities representative tasked with the responsibility of protecting and safeguarding the interests of whistleblowers within the meaning of this Policy. The WO will have access to independent financial, legal and operational advisers as required.

Whistleblower Officer (WO)

Company Secretary

Suite 3105 Level 31

Governor Macquarie Tower

1 Farrer Place

SYDNEY NSW 2000

Telephone: +612 9009 2902

Email: compliance@microequities.com.au

WO is tasked with the responsibility of conducting preliminary investigations into reports received from a whistleblower. The role of the WO is to investigate the substance of the complaint to determine whether there is evidence in support of the matters raised or, alternatively, to refute the report made.

The WO will be an independent party who is not associated with the area under investigation.

5. What and How to Report

All Microequities employees, directors, contractors and consultants are encouraged to report Unethical, unlawful or undesirable conduct that they believe constitute a breach of Microequities' Code of Conduct, policies or the law. Examples of matters which should be reported under this Policy, whether actual or suspected are outlined under the definition of Unethical, unlawful or undesirable conduct.

6. Reporting Mechanisms

Internal Reporting

Whistleblowers may wish to discuss the matter informally with their direct manager in order to determine whether an incident of unethical, unlawful or undesirable conduct has occurred. This is an opportune time to clarify the incident, ask questions. At all times, discussions will remain confidential.

Where this is not appropriate, where the whistleblower does not feel comfortable in doing so, or where the whistleblower has previously done so and believes no action has been taken, the whistleblower may contact the WO directly to discuss the incident.

Reporting Non-Compliance outside the Company

It is Microequities' aim to ensure that employees, directors, contractors and consultants do not feel the need to discuss Microequities company concerns outside of Microequities, however, nothing in this Policy should be interpreted as restricting an employee, director, contractor or consultant from raising issues or providing information to an external party, in accordance with any relevant law, regulation or prudential standard.

7. Investigation of unethical, unlawful or undesirable conduct

All reports of unethical, unlawful or undesirable conduct will be treated seriously and the subject of a thorough investigation with the objective of locating evidence that either substantiates or refutes the claims/allegations made by the whistleblower. Investigations are to be undertaken by the WO.

The WO responds to all concerns raised and reports to the Board.

Following a report of unethical, unlawful or undesirable conduct, either internally or externally, the following procedure is to be followed:

- The WO is to review and determine the appropriate manner of investigation, and then inform the whistleblower of how the investigation will proceed.
- The WO is to determine what resources are needed and secure access to those resources, including where necessary the assistance of other employees or external professional help (including lawyers, accountants, forensic analysts or operational experts).
- The WO plans and conducts the investigation.
- The WO to consider process/control improvements (risk assessments, audits, etc.).
- The WO prepares an Investigation Report and forwards the Investigation Report to the Chairman or Audit and Risk Committee.

- The WO advises and debriefs the whistleblower.

8. Reporting of Investigation Findings

At the end of the investigation, the WO will report their findings to the CEO and they will determine the appropriate response. This response will include addressing any unacceptable conduct and taking remedial action required to prevent any future occurrences of the same unethical, unlawful or undesirable conduct.

In the event of the CEO or a member of the Board being the subject of an investigation or allegation, the Chairman of the Audit and Risk Committee will determine the report and corrective measures. All reported incidents and investigation outcomes will be reported to the Audit and Risk Committee.

Where allegations of unacceptable conduct made against another person cannot be substantiated, that person will be advised accordingly and will be entitled to continue in their role as if the allegations had not been made.

9. Dealings with Whistleblowers

Anonymity

If requested, the identity of the whistleblower will be kept strictly confidential by the WO, unless:

- The person making the report consents to the disclosure.
- The disclosure is required by law.
- The disclosure is necessary to prevent or lessen a serious threat to a person's health or safety.
- It is necessary to protect or enforce Microequities' legal rights or interests.
- It is necessary to defend any claims.

Protection

A whistleblower that reports matters in good faith and provided he or she has not been involved in the unethical, unlawful or undesirable conduct reported, will not be penalised or personally disadvantaged because they have reported a matter. Microequities will not tolerate any instances of legitimate whistleblowers being:

- dismissed;
- demoted;
- subjected to any form of harassment and persecution; or
- discriminated against.

A whistleblower who believes he or she, or his or her family, has been the victim of any of the above by reason of their status as a whistleblower, should immediately report the matter to the WO.

Any Microequities employee, director, contractor, partner, supplier or consultant who is found to have dismissed, demoted, harassed, or discriminated against a whistleblower by reason of their status as a whistleblower, will be subjected to disciplinary measures. A whistleblower who has been involved in

the reported unethical, unlawful or undesirable conduct may be provided with immunity or due consideration from Microequities initiated disciplinary proceedings, by agreement with Microequities. Microequities however, has no power to provide immunity from criminal prosecution.

Feedback and Communication

Where possible, and assuming the identity of the whistleblower is known, the whistleblower will be kept informed of the outcome of the investigation of his or her report, subject to privacy and confidentiality considerations. All whistleblowers must maintain confidentiality of all such reports and not disclose details to any person.

On a broader basis the existence and operation of the Whistleblower policy should be promoted openly within the company with formal communication occurring at least once a year. It should also be incorporated into induction activities for new employees upon joining.

Any systemic issues or trends identified should be corrected and also communicated within the company to increase awareness.

False Reports

Where it is established by the WO that the whistleblower is not acting in good faith, or he or she has made a false report of unethical, unlawful or undesirable conduct (including where the allegation has been made maliciously, or without any basis), then he or she will be subjected to disciplinary proceedings, including summary dismissal.

Whilst not intending to discourage whistleblowers from reporting matters of genuine concern, whistleblowers must ensure as far as possible, that reports are factually accurate, complete, from firsthand knowledge, presented in an unbiased fashion (and any possible perception of bias of the whistleblower is disclosed), and without material omission.

Document Retention and Confidentiality

All information, documents, records and reports relating to the investigation of a reported unethical, unlawful or undesirable conduct will be confidentially stored and retained in an appropriate and secure manner.

Policy Review

The Whistleblower Policy and Procedures will be reviewed periodically by the Board.