

Policy Statement

SPC Global Ltd (ACN 633 389 394) and each of its subsidiaries (SPC) are committed to acting ethically and with integrity, and to promoting a culture of honest and legal conduct, corporate compliance, and good corporate governance.

Message from the Chairman

The way we do business with each other, our customers and our suppliers is fundamental to how we globalise and develop our business, both in Australia and internationally. Our core values and behaviours underpin and support everything that we do at SPC, and we expect everyone involved in our business to identify with and demonstrate these values. Please read this policy carefully and use it to guide you and help you to understand the ways in which we work and act at SPC. This policy is published on the SPC intranet and on external websites.

Policy Application

This Policy applies to all directors and employees of SPC, as well as external Whistle-blowers, including suppliers, contractors and their employees or associates who have reasonable grounds to believe that suspected or actual Misconduct has occurred or is occurring within or involving SPC. The Policy also applies to past directors and employees, suppliers or contractors.

It is expected that all employees who become aware of actual Misconduct, or on reasonable grounds potential or suspected Misconduct will make a report under this Policy.

What is Misconduct?

Misconduct is any suspected or actual conduct which is:

- dishonest, unethical, fraudulent or corrupt, including, bribery or other activity in breach of the Anti-Bribery and Corruption Policy;
- illegal, including breach of competition and consumer law, privacy law or any breaches of state or federal law;
- violent, intimidating, harassing or would constitute a breach of SPC's Code of Conduct or any other policies.
- unauthorised, inappropriate or potentially detrimental to SPC, a team member, a third party; or
- unsafe, damaging to the environment, abusing SPC property or resources, or otherwise detrimental to SPC's reputation or interests.

What is Whistleblowing?

Whistleblowing refers to the act of raising concern about suspected, or actual Misconduct within SPC, and is a key element of our governance framework. We accept that at times it can be difficult to speak up about suspected wrongdoing, but we strive to create an environment where our people can do so in a safe and supported manner.

SPC encourages reporting of any instances of Misconduct involving SPC business and will provide protection and measures so that the persons reporting may do so without fear of intimidation, disadvantage or reprisal.

Personal work-related grievance

Personal work-related grievances are not within the scope of this Policy and should be raised directly with your manager, Human Resources or any other SPC leader with whom you feel comfortable to speak.

Examples of personal work-related grievances include:

- a conflict between you and another employee;
- a decision relating to your promotion or transfer;

- a decision relating to the termination of your employment.

In circumstances where a personal work-related grievance relates to retaliation that has occurred against a person following them making a report under this policy, this policy does apply to its fullest extent.

How can you report?

SPC has several channels for making a report if you become aware of suspected or actual Misconduct. You may make an anonymous report or decide to disclose your identity.

If you decide to make an anonymous report this may create limitations to the investigation process. SPC may not be able to investigate the report fully, contact you for further information or offer you support, if we are not aware of your identity.

Stopline Hotline

You can report a matter to the Stopline Hotline by calling or emailing:

spc@stipline.com.au

1300 30 4550

www.spc.stipline.com

The Stopline Hotline is an independent and confidential reporting service. You can contact the Stopline Hotline 24 hours a day, 7 days a week, and make a report in a number of languages.

SPC's Protected Disclosure Officer

A report can also be made to SPC's Protected Disclosure Officers:

- Pam Arnold, Head of Health, Safety and Environment email: pam.arnold@spc.com.au; or
- posted to Suite 4, Level 1, 3 Bristol Street, Essendon Fields, Victoria 3041, marked to the attention of SPC's Protected Disclosure Officer.

The SPC's Protected Disclosure Officer, receives particulars about all Whistle-blower matters and performs the following functions:

- determines whether a disclosure is trivial or whether the disclosure should be investigated;
- records and confidentially stores all disclosures of concerns or complaints lodged under the provisions of this policy;
- promptly commissions a confidential internal or external investigation into disclosures made under this policy;
- ensures that the appropriate government agencies are notified about Whistle-blower matters where required;
- maintains a Whistle-blower Register for trend analysis and to identify systemic issues requiring attention; and
- arranges for an inquiry/investigation into the disclosures made by the Whistle-blower.

All managers who receive disclosures about wrongdoing, must notify the Protected Disclosure Officer and provide particulars whilst maintaining strict confidentiality about it.

Company Officers

While SPC prefers that reports are raised with the Stopline Hotline or SPC's Protected Disclosure Officer, you may also raise a report by contacting the company officers listed below.

- Tanya Vaysman, SPC General Counsel: tanya.vaysman@spc.com.au
- Gavin Hogget, SPC Chief Financial Officer and Company Secretary: gavin.hogget@spc.com.au

Protection of Whistle-blowers

SPC is committed to ensuring confidentiality of Whistle-blower. Subject to compliance with legal requirements, SPC will only reveal Whistle-blower identity with your consent and on a strictly confidential basis to an internal or external investigator or a lawyer for the purpose of seeking legal advice.

SPC is committed that anyone making a report is treated fairly and does not suffer detrimentally in any way. Detrimental treatment may include dismissal, demotion, harassment, discrimination, bias, threats or other unfavourable treatment connected with making the report.

If you are subject to detrimental treatment as a result of making a report, you should inform the Protected Disclosure Officer, or raise a report in accordance with the avenues set out in earlier in the Policy. Any type of retaliation against Whistle-blowers will not be tolerated, and may result in disciplinary action, up to and including termination of employment.

The Corporations Act imposes the civil and criminal sanctions concerned with protection of Whistle-blower, including:

- that a Whistle-blower cannot be subject to civil, criminal or administrative liability or contractual right or remedy for making a Protected Disclosure;
- anyone who victimises or threatens the Whistle-blower is guilty of an offence and may be liable for damages; and
- the person receiving the Protected Disclosure report commits an offence, if they disclose the substance of the report or the Whistle-blower's identity, without the Whistle-blower's consent, to anyone, except ASIC and the Australian Federal Police.

Investigating a Whistle-blower report

SPC will investigate all matters disclosed under this policy as soon as practicable after the matter has been reported in an objective and fair manner and investigation will observe the rules of natural justice and procedural fairness. Where a disclosure is submitted anonymously, SPC will conduct the investigation and its enquiries based on the information provided to it. However, anonymity can sometimes prevent SPC from full investigation if SPC is not able to obtain further information from the source of the complaint.

The Protected Disclosure Officer will appoint an investigator, who may be internal or external to SPC. Any external investigator will be appointed based on their skill and experience and will have no prior associations with SPC, save for their Whistle-blower investigation experience.

The internal investigator may be the Human Resources Manager, or a member of the Human Resources team, or a Legal Counsel. All internal investigators required to undertake initial training and regular refresher training in conducting investigations and will act independently of executive or management in the area affected by the wrongdoing disclosure. The investigator may, with your consent, consult with other officers in SPC to assist in the investigation, or may seek the advice of internal or external experts.

All managers who receive disclosures about wrongdoing, must notify the Protected Disclosure Officer and provide particulars whilst maintaining strict confidentiality about it.

In general, the investigator will contact the Whistle-blower as soon as possible to discuss the investigation process, including who may be contacted and any other matters relevant to investigation.

Investigations of disclosures made under the provisions of this policy shall be undertaken in accordance with standard investigative methods for workplace investigations and shall be undertaken in a manner that is consistent with SPC's investigation procedures.

All investigations will be conducted to ensure that all parties involved, including those who are mentioned in a disclosure, are provided with fair treatment. The following measures and mechanisms will be provided:

- Disclosures will be handled confidentially when it is practical and appropriate in the circumstances.
- Each disclosure will be assessed and may possibly be the subject of an investigation.
- The objective of an investigation is to determine whether there is enough evidence to substantiate or refute the matters disclosed.
- If an investigation needs to be undertaken, the process will be objective, fair and independent.
- An employee who is the subject of a disclosure will be advised about the subject matter of the disclosure as and when required, according to the principles of natural justice and procedural fairness, and prior to any actions being taken.
- All employees involved in a disclosure will be provided with access to support from SPC's Employee Assistance Program.

Protection of files and records

All files and records created from an investigation will be retained and stored securely. Unauthorised release without your consent of identifiable information to persons not involved in the investigation (other than as mandated by law or corporate governance purposes) may be considered a breach of policy.

Malicious Whistleblowing

A Whistle-blower who intentionally discloses false information:

- knowing the information to be false or who ought reasonably to have known that the information is false; and
- with the intention to cause harm to the affected party and where the affected party has suffered harm as a result of such disclosure,

may be subject to disciplinary action up to and including dismissal and guilty of a criminal offence and liable on conviction to a fine or to imprisonment.

Investigation Finding

A report will be prepared when an investigation is complete. This report will include:

- the allegations;
- a statement of all relevant findings of fact and the evidence relied upon in reaching any conclusions;
- the conclusions reached, including the damage caused, if any, and the impact on the organisation and other affected parties; and
- recommendations based on those conclusions to address any wrongdoing identified, and any other matters arising during the investigation.

The investigation findings will be provided to the Whistle-blower, dependent on the circumstance with, if necessary, any justifiable redactions and/or confidentiality stipulations.

Where an investigation identifies a breach of SPC internal policies or procedures, appropriate disciplinary action may be taken. This may include, but is not limited to, terminating, or suspending the employment or engagement of the person(s) involved in the Misconduct. If the report finds that there has been a suspected or an actual breach of the law SPC may refer the matter to the relevant legal authority.

If the Whistle-blower is not satisfied with the outcome of the investigation, they may request a review of the investigation through their own legal counsel or lodge a complaint with ASIC, APRA or the Australian Federal Police.

SPC is not obliged to reopen such an investigation but is able to conduct a review if it finds that the investigation was not conducted properly, or that any new information is either not available or would not change the findings of the investigation.

Reporting to the Board

SPC's Protected Disclosure Officer will arrange for the compilation of a report on the effectiveness of this policy, including information about any material incidents raised to be tabled at SPC Regulatory and Compliance Committee at regular intervals and to the Board at least once a year.

Subject to privacy and confidentiality constraints, the report will include:

- (a) a brief description of any disclosures;
- (b) the action taken in response to disclosures;
- (c) the outcome; and
- (d) the timeframe in resolving/finalising the disclosure.

Any information that might lead to the disclosure of the identity of the Whistle-blower will be excluded from these reports.

This Policy will be periodically reviewed and updated

This Policy should be read in conjunction with the following SPC Policies:

- SPC Global Code of Conduct; and
- Anti-bribery and Corruption Policy.

Approved by Hussein Rifai



SPC Global Ltd Chairman
16/05/2023