

Whistleblower Policy

OneMarket Limited ACN 623 247 549 (**Company**) and all related entities
in the OneMarket Group (**Group**)

Adopted by the Board on 2 May 2018

Whistleblower Policy

1 Introduction

The Code of Conduct (**Code of Conduct**) and other policies adopted by OneMarket Limited's (**Company**) and all related entities in the OneMarket Group (**Group**) have been developed to ensure that each entity in the Group observes the highest standards of fair dealing, honesty and integrity in its business activities.

This policy (**Policy**) supports the Code of Conduct. It has been adopted to ensure that concerns regarding unethical, unlawful or improper conduct can be raised without fear of reprisal.

2 Who does this Policy apply to?

This Policy applies to all directors, officers, employees, contractors and consultants of all entities in the Group (**Employees**). The Group relies on its Employees to help maintain and grow its culture of honest and ethical behaviour.

The Group will not tolerate Reportable Conduct and it is therefore expected that Employees who become aware of known, suspected or potential cases of Reportable Conduct will make a report.

3 Matters that should be reported

It is not possible to provide an exhaustive list of the activities that should be reported (**Reportable Conduct**) for the purposes of this Policy. However, Reportable Conduct includes any conduct of any person connected with the Group, which an Employee honestly believes is:

- dishonest, fraudulent, corrupt or illegal (including theft, drug sales/use, violence or threatened violence, or breach of any legislation);
- misleading or deceptive conduct including improper or misleading accounting or financial report practices;
- unethical behaviour (this may represent a breach of the Code of Conduct or be unethical behaviour generally);
- serious or improper behaviour;
- an unsafe work practice; or
- conduct likely to cause financial or non-financial loss to any entity in the Group or otherwise detrimental to the interests of any entity in the Group.

It is very important that an Employee who makes a report under this Policy does so in good faith and that they have reasonable grounds for believing that Reportable Conduct has occurred. If your report is not made in good faith or is found to be frivolous or malicious, you may be the subject of disciplinary action.

An Employee making a report in accordance with this Policy will not be discriminated against or disadvantaged in their employment with the Group, even if the report is subsequently determined to be incorrect or is not substantiated.

Employee and industrial relations related issues and human resources related issues are excluded from the operation of this Policy because there are other established mechanisms to raise such issues. For example, employment

contract issues can be addressed through nominated dispute resolution procedures.

4 How to make a report

If you become aware of any matter that you think contravenes the Company's codes of conduct, policies or the law, you should raise the matter at first instance with your immediate manager or, in the case of employment issues, Human Resources. If you are not satisfied with the response (or if the matter involves your manager) you can contact the Whistleblower Protection Officer (**WPO**) by:

- email: compliance@onemarketnetwork.com
- phone: +1 (415) 634 9900

Any concerns about the WPO can be directed to the Chair of the Audit and Risk Committee.

The role of the WPO is to safeguard the interests of Employees making reports under this Policy and ensure the integrity of the reporting mechanism. The current WPO is the Company's General Counsel. The WPO has a direct reporting line to the Chief Executive Officer (**CEO**) and the Audit & Risk Committee. The WPO also has access to independent advisers as and when required.

The WPO will review all reports and carry out further investigation where appropriate. If the report may qualify as a protected disclosure under the Corporations Act 2001 (Cth) (**Corporations Act**), then the procedures outlined in paragraph 8 may apply.

5 Supporting information

While the Group does not expect an Employee to have absolute proof or evidence of Reportable Conduct, a report should show the reasons for their concerns and make full disclosure of the relevant details and supporting documentation.

If the Reportable Conduct relates to a potential breach of the Corporations legislation¹, an Employee making a report under this Policy should indicate:

- (a) the reasons why the Employee suspects the information they are reporting indicates a Group entity, officer or employee has or may have breached the Corporations legislation; and
- (b) whether the Employee consents to the recipient of their report disclosing the identity of the Employee and the information disclosed in the report to other persons, including the Group's external legal advisers, the WPO, the CEO, the Audit & Risk Committee, and the board of the Company.

Information received from an Employee making a report will be kept confidential to the extent possible, subject to the need to meet legal and regulatory requirements. In particular, the Group may disclose the information received to appropriate regulatory authorities, such as the Australian Securities and Investments Commission (**ASIC**), the Australian Prudential Regulation Authority (**APRA**), the Australian Federal Police (**AFP**) or other governmental agencies.

¹ As defined in the Corporations Act.

6 Anonymous reports

An Employee may elect to make a report anonymously. However, if an Employee chooses to make a report anonymously, this may hinder the Group's ability to fully investigate the matter and may also prevent the Employee from accessing additional protection at law.

7 Investigating a report

The Group will investigate all reports made under this Policy as soon as practicable and will, where appropriate, provide feedback regarding the outcome of the investigation. In most instances, investigations will be conducted by the WPO. However, there may be occasions where external advisers are used to conduct investigations. All investigations will be conducted in a thorough, fair and independent manner.

To avoid jeopardising an investigation, an Employee who has made a report under this Policy is required to keep confidential the fact that a report has been made (subject to any legal requirements).

8 Special protection under the Corporations Act

8.1 Who is protected?

The Corporations Act gives special protection to disclosures about breaches of the Corporations legislation, provided certain conditions are met.

The following persons (**Reporting Person**) can make protected disclosures under the Corporations Act provided they identify themselves (anonymous reports are not protected under the Corporations Act):

- (a) an officer or employee of the Group; or
- (b) a contractor, or the employee of a contractor, of the Group.

8.2 What kinds of reporting are protected?

To be protected by the Corporations Act:

- (a) the Reporting Person must have reasonable grounds to suspect that the information they are reporting indicates that a Group entity, officer or employee has or may have breached the Corporations legislation), and make the report in good faith; and
- (b) the report must be made to:
 - (i) the WPO;
 - (ii) a director, secretary or senior manager of the relevant Group entity;
 - (iii) ASIC; or
 - (iv) the Company's auditor, or a member of the audit team.

8.3 How are whistleblowers protected?

Briefly, the Corporations Act provides that:

- (a) any eligible person who makes a protected disclosure is protected from criminal and civil liability for making the disclosure;
- (b) any eligible person who makes a protected disclosure may look to the court to reinstate their position if their contract of employment is terminated on the basis of having made a protected disclosure;
- (c) anyone who victimises or threatens the person making the disclosure and causes (or threatens) detriment to that person may be liable for damages and may be found guilty of a criminal offence; and
- (d) the person receiving the protected disclosure must not disclose:
 - (i) the information disclosed in the protected disclosure;
 - (ii) the identity of the whistleblower; and
 - (iii) information that is likely to lead to the identification of the whistleblower,

unless the consent of the whistleblower has been obtained prior to the disclosure or the disclosure is made to ASIC, APRA or the AFP as relevant. Keep in mind that if the whistleblower withholds consent, the Group may not be able to perform an investigation into the matters disclosed in the protected disclosure.

9 Review of the Policy

This Policy will be reviewed from time to time. This is so the Policy remains consistent with AS 8004-2003 and relevant legislative requirements and well as the changing nature of the Group.