

# Whistleblower Policy

## 1 Purpose

- 1.1 The Company is committed to a culture of good commercial practice and highly ethical behaviour. This Whistleblowing Policy ("Policy") deals with issues relating to those directors, officers or employees (or others) who wish to raise issues about whether the Company or its employees have complied with applicable laws and other standards of behaviour, such as the Company's charters, policies or code of conduct.
- 1.2 In the compilation of this Policy, the Company has where possible followed the recommendations of the ASX Corporate Governance Principles and Recommendations, 4th edition (2019). If the Company has not followed a particular recommendation it has sought to explain why it has not.

## 2 Definitions

In this Policy:

**Board** means the Board of the Company.

**Company** means the entity of Phoenician International Limited (ARBN 659 284 152) or any legal subsidiary.

**Policy** means this Whistleblower Policy as amended from time to time.

**Senior Management** means employees of the Company who manage the Company pursuant to the directions and delegations of the Board.

## 3 Application

- 3.1 This Policy applies to all employees, officers and directors of the Company. Other persons (such as third party contractors, suppliers and customers) may use the procedures in this Policy.

## 4 Objectives

- 4.1 The objectives of this Policy are to:
  - (a) encourage employees, officers and directors to disclose any malpractice, misconduct or conflicts of interest of which they become aware;
  - (b) provide protection for employees, officers and directors who disclose allegations of malpractice, misconduct or conflicts of interest; and
  - (c) indicate when such disclosures will be investigated.
- 4.2 This Policy will be periodically reviewed to check that it is operating effectively and whether any changes are required to the Policy.

## 5 Whistleblower Protection

- 5.1 This Policy is designed to give guidance so that honesty and integrity are maintained at all times at the Company.

- 5.2 To the maximum extent practicable, a person who genuinely discloses an allegation or concern about compliance with laws or other standards of behaviour (a “Whistleblower”) will be protected from any adverse action (such as dismissal, demotion, suspension, harassment, or other forms of discrimination) because they have raised such allegations.
- 5.3 Subject to this Policy, a Whistleblower is protected, even if the allegations prove to be incorrect or unsubstantiated (although a person who maliciously or vexatiously makes disclosures or makes false disclosures may be subject to disciplinary action).
- 5.4 Employees who participate, or assist in, an investigation will also be protected. Every effort will be made to protect the anonymity of the Whistleblower. However, there may be situations where anonymity cannot be guaranteed. In such situations, the Whistleblower will be informed.

## 6 Reportable Conduct

- 6.1 This Policy does not apply to general employment grievances and complaints by a person about their own employment or situation.
- 6.2 Below are some examples of conduct which may be the subject of disclosure:
  - (a) dishonesty;
  - (b) fraud;
  - (c) corruption;
  - (d) illegal activities (including theft, drug sale/use, violence, threatened violence, or criminal damage against the Company’s assets or property);
  - (e) discrimination, vilification, sexual harassment, harassment, bullying and victimisation;
  - (f) acts or omissions in breach of Commonwealth or State legislation or local authority by-laws;
  - (g) unethical behaviour;
  - (h) other serious improper conduct (including gross mismanagement, serious and substantial waste of the Company’s resources, or repeated breaches of administrative procedures);
  - (i) unsafe work-practices;
  - (j) any other conduct which may cause financial or non-financial loss to the Company or be otherwise detrimental to the interests or reputation of the Company, or any of its employees; or
  - (k) the deliberate concealment of information tending to show any of the matters listed above.

## 7 Protection of Whistleblower

- 7.1 This Policy protects the Whistleblower against any reprisals, provided that the Whistleblower identifies himself or herself to the Company, and the disclosure is:
  - (a) submitted in good faith and without any malice or intentionally false allegations;
  - (b) based on the Whistleblower’s reasonable belief that the alleged conduct, or issue related to the alleged conduct constitutes, or may constitute, a material breach of a law or other standard of behaviour; and
  - (c) does not result in a personal gain or advantage for the Whistleblower.

## 8 No Reprisals

- 8.1 The Company will not take any adverse action against a Whistleblower because they have made a disclosure which meet the above-mentioned conditions, unless the Whistleblower is a participant in the prohibited activities with respect to which the complaint is made.
- 8.2 If the Whistleblower was involved in the conduct which was the subject of the disclosure, the fact that the Whistleblower has made the disclosure may be taken into account in determining the severity of the disciplinary measures, if any, that may eventually be taken against such Whistleblower.
- 8.3 Any reprisals against a Whistleblower are a serious breach of this Policy and may result in disciplinary action, including dismissal. This protection applies to anyone providing information related to an investigation pursuant to this Policy.

## 9 Confidentiality

- 9.1 The Company recognises that maintaining appropriate confidentiality is crucial in ensuring that potential Whistleblowers come forward and make disclosures in an open and timely manner and without fear of reprisals being made against them.
- 9.2 The Company will take all reasonable steps to protect the identity of the Whistleblower and will adhere to any statutory requirements in respect of the confidentiality of disclosures made. In appropriate cases, disclosure of the identity of the Whistleblower, or the allegation made by them, may be unavoidable, such as if court proceedings result from a disclosure pursuant to this Policy.

## 10 Reporting Procedures

- 10.1 Any person who has reasonable grounds to suspect that a breach of a law or other standard of behaviour has occurred, is encouraged to report that suspicion to his or her manager. If this is considered inappropriate, he or she should raise the concern with a Board member or to the Audit and Risk Committee, by phone or email, or in writing.
- 10.2 All disclosures should provide specific, adequate and pertinent information with respect to, among other things, dates, places, persons, witnesses, amounts, and other relevant information, in order to allow for a reasonable investigation to be conducted. If the Whistleblower discloses his or her name, the person receiving the disclosure will acknowledge having received the disclosure and may initiate a follow-up meeting. However, if the disclosure is submitted on an anonymous basis, there will be no follow-up meeting regarding the disclosure and the Company will be unable to communicate with the Whistleblower if more information is required, or if the matter is to be referred to external parties for further investigation.
- 10.3 Please remember that all disclosures received will be dealt with on a confidential basis and Whistleblowers are encouraged to disclose their identities, to obtain the protection afforded to them at law.

## 11 Procedures Following Disclosure

- 11.1 Once a disclosure has been received from a Whistleblower, the Company will consider the most appropriate action. This might include an investigation of the alleged conduct.
- 11.2 Any investigation in relation to a disclosure will be conducted promptly and fairly, with due regard for the nature of the allegation and the rights of the persons involved in the investigation.

- 11.3 Any evidence gathered during an investigation, including any materials, documents or records, must be held by the investigator, and held securely. During the investigation, the investigator will have access to all of the relevant materials, documents, and records. The directors, officers, employees and agents of the Company must cooperate fully with the investigator.

## 12 Communications to the Whistleblower

- 12.1 The Company will ensure that, provided the disclosure was not made anonymously, the Whistleblower is kept informed of the outcomes of the investigation of his or her allegations, subject to the considerations of privacy of those against whom allegations are made.

## 13 Training

- 13.1 The Company will train incoming employees about this Policy and their rights and obligations under it.
- 13.2 The Company will also train managers and others who may receive Whistleblower reports about how to respond to them.

## 14 Review of Policy

- 14.1 The Board will review this Policy periodically, or as otherwise required.
- 14.2 This Policy will be available on the Company's website, and available to employees, shareholders and other key stakeholders on request.
- 14.3 The Board reviewed and approved this Policy on 25 July 2022.

Approved by: Kwan Chan  
Executive Chair

  
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Signature