

Mair Property Securities Ltd

ABN 28 091 623 862

Australian Financial Services License No. 238386

Whistleblower Policy

DOCUMENT MANAGEMENT

Responsibility for Policy*— Damian Collins — Director

Revision History

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Approval

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Confidentiality

This document is confidential to Mair Property Securities Limited and must not be disclosed to any third party without their express written approval.

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Whistleblower Policy

1. Purpose of the Policy

This Policy sets out the procedures for Mair Property Securities Limited ("MPS", the Licensee), the holder of an Australian Financial Services Licence ('AFSL') a Public Company (a 'regulated entity'), and how it complies with Part 9.4AAA of the Corporations Act 2001 (Cth), as amended by the *Treasury Laws Amendment (Enhancing Whistleblower Protections) Act 2019* (Cth) (*the Whistleblower Provisions*) and its commitment to ensuring that we comply with the law.

2. Governing Framework

For the purposes of this Policy, the current governing frameworks are:

- Legislation: Part 9.4AAA of the Corporations Act 2001 (Cth);
- The Privacy Act 1988 (Privacy Act); and
- RG 270 Whistleblower policies.

3. Scope of the Policy

This policy is applicable to the entire organisation and is to be made available to all officers and employees.

3.1 Other Relevant Policies, Procedures or Working Documents

This Policy should be read in conjunction with, including but not necessarily limited to:

- Privacy Procedures;
- Incidents and Breach Reporting Policy; and
- Consequence Management Policy

4. Definitions

Compliance Manager means a person nominated and formally appointed by MPS who is responsible for monitoring, supervising and overseeing the compliance requirements of MPS reporting to the Responsible Managers and Directors. Currently, the oversight of this role is held by Keith Hockley and Licensee Compliance Solutions. MPS has determined a number of base hours for the performance of this service by the external compliance manager. Note: The Compliance Manager is not responsible for ensuring that this policy is implemented and monitored within MPS unless formally named as the Whistleblowing Officer on page 2, or requested by the Director, and accepted in writing.

Director means a Director of the Licensee.

Disclosable matter means information to which the whistleblower protections apply.

Disclosure means the disclosure of information relating to wrongdoing or a disclosable matter.

Eligible recipient means an individual who can receive a disclosure. MPS's eligible recipients are:

- Whistleblowing Officer;
- Its External Compliance Manager;
- Its Legal Practitioners; and
- Regulatory Bodies.

Employee means all staff of MPS; including support staff who are involved in providing financial services and other staff who do not provide financial services.

Protected Disclosure/Protected Matter means the types of disclosures that qualify for protection where a person has reasonable grounds to suspect that the information disclosed concerns misconduct, or an improper state of affairs or circumstances, in relation to MPS or its bodied corporate. Types of disclosure would include concerns that MPS, its related bodies corporate or employees or officers have engaged in conduct that:

1. Constitutes a contravention of the Corporations Act 2001, the ASIC Act, the Superannuation Industry (Supervision) Act 1993, the Banking Act 1959 or any insurance or life insurance statutes;
2. Constitutes an offence against a law of the Commonwealth which is punishable by imprisonment for 12 months or more; and or
3. Represents a danger to the public or the financial system.

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 whistleblower's employment or former employment which has implications for the whistleblower personally; and
- b) The information does not have significant implications for MPS that do not relate to the whistleblower; and
- c) The information does not concern conduct or alleged conduct referred to in the three examples cited above at 1 to 3 earlier above.

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

Representative under the Corporations Act 2001, means:

- an employee or Director of MPS (appearing on the ASIC's Financial Adviser Register) and called a 'Financial Adviser';
- an employee or Director of a related body corporate of MPS (appearing on the ASIC's Financial Adviser Register) and called a 'Financial Adviser' and or an Authorised Representative; or
- any other person (an 'Individual') acting on behalf of MPS (excluding external legal counsel) appearing on the ASIC database as an Authorised Representative who are authorised in writing to provide financial services on behalf of MPS.

Responsible Managers means persons nominated and formally appointed by MPS under its AFSL whose expertise and skills are relied upon for the provision of the financial services activities authorised under its AFS License and responsible for significant day-to-day decisions about the ongoing provision of MPS's financial services. See the Fit and Proper Persons & Responsible Managers Policy, and its appendices (*Responsible Manager & Compliance Management – Table of Organisational Competence*), for our current Responsible Managers.

Whistleblower means a current or former:

- employee of the company, or a related company or organisation;
- officer (a director or company secretary) of the company, or a related company or organisation;
- contractor, or an employee of a contractor, who has supplied goods or services to the company, or a related company or organisation. This can be either paid or unpaid, and can include volunteers;
- associate of the company, usually a person with whom the company acts in concert;
- trustee, custodian or investment manager of a superannuation entity, or an officer, employee, or a goods or service provider to a trustee, custodian, investment manager; or
- spouse, relative or dependent of one of the people referred to above.

Whistleblowing Officer referred to in this document is named above in the 'Document Management' section on page 2, is responsible for ensuring that this policy is implemented and monitored within MPS. They report to the Director and Compliance Manager. In the Whistleblowing Officers absence, the Director remains responsible for the obligations of the Whistleblowing Officer.

5. Policy Overview

The Whistleblower Provisions set out the protections granted to a person (whistleblower) making a protected disclosure about a regulated entity (MPS) to a regulator or to an eligible recipient.

As we are a regulated entity and a public company, we are required to set out our obligations in this Whistleblower Policy, which complies with the requirements of the Whistleblowing Provisions.

This policy is made available to all current directors and senior managers, to all employees upon commencement of their employment with MPS, and to former directors, employees and suppliers, by publishing it on our website at www.momentumwealth.com.au.

This policy is designed to deter wrongdoing, improve MPS's culture and increase the degree of transparency in relation to protected disclosures of wrongdoing in the workplace.

This Whistleblower Policy sets out the following information:

- i. the protections we have in place for whistleblowers, including the protections under the Whistleblower Provisions;
- ii. how and to whom a person can make a protected disclosure;
- iii. how we support whistleblowers and protect them from detriment;
- iv. how we investigate protected disclosures;
- v. how we ensure the fair treatment of employees mentioned in, and the subject of, protected disclosures; and
- vi. how this policy is made available to our officers and employees.

5.1 Responsibility

The Whistleblowing Officer will be responsible for implementing this policy with the assistance of the Compliance Manager, where requested to do so.

6.0 Protections for whistleblowers

MPS has implemented the following protections for whistleblowers as follows:

6.1 Anonymous protected disclosure — whistleblower

A whistleblower is not required to provide their name when making a protected disclosure. Accordingly, MPS ensures that it keeps the following information confidential:

- a) the whistleblower's identity;
- b) any information that is likely to lead to the identification of the whistleblower; and
- c) any information obtained directly or indirectly as a result of the protected disclosure, which reveals the whistleblower's identity,

except where:

- a) the whistleblower has consented to the protected disclosure of their identity;
- b) the protected disclosure is reasonably necessary for the purposes of investigating the conduct disclosed by the whistleblower, and all reasonable steps are taken to reduce the risk of the whistleblower being identified;
- c) the identity information is required to be disclosed to a regulator, or to the Australian Federal Police, or to other Commonwealth, State or Territory authorities with functions or duties relevant to the protected disclosure;
- d) the identity information is disclosed to a legal practitioner for the purpose of obtaining legal advice or representation in relation to the protected disclosure; or
- e) where the regulations provide that protected disclosure of the whistleblower's identity is permitted.

A person (including MPS) is not required to disclose the identity of a whistleblower, or information that is likely to lead to the identification of a whistleblower, to a court or tribunal, unless it is necessary for the purpose of giving effect to the Whistleblowing Provisions, or if the court or tribunal orders.

A report may be made in person, by telephone or in writing (including by email) by following the procedures set out below. It is strongly recommended that an Eligible Whistleblower make their report in writing.

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

- Submit a written complaint or report and any relevant documentation on any Protected Matter about a person who is the whistleblowers relevant manager or MPS contact to an Eligible Recipient
- Contacting the Whistleblowing Officer directly

When making a report in person, email or by phone, the Whistleblower will be asked to provide information regarding the matter being reported. This may include:

- The name, job title and location of those involved in the reportable conduct;
- The nature of the conduct;
- The period for which the conduct has been occurring;
- The date when the conduct first became known;
- How the conduct became known;
- Whether evidence of misconduct is available, and if so, what type
- Details of any witnesses;

- any concerns the Whistleblower may have that reprisals or recriminatory action may be taken against them, as a consequence of making the report;
- any other relevant information;
- whether the Whistleblower wishes to remain anonymous
- the Whistleblowers personal details, if they do not wish to remain anonymous; and
- any other relevant information.

See Appendix 1 – Whistleblower Report for the information required and response form. An annexure can be attached and saved with the report form.

6.2 Anonymous protected disclosure — tax whistleblower

A tax whistleblower is not required to provide their name when making a protected disclosure. Accordingly, MPS ensures that it keeps the following information confidential:

- a) the tax whistleblower's identity;
- b) any information that is likely to lead to the identification of the tax whistleblower; and
- c) any information obtained directly or indirectly as a result of the protected disclosure, which reveals the tax whistleblower's identity,

except where:

- a) the tax whistleblower has consented to the protected disclosure of their identity;
- b) where the protected disclosure is reasonably necessary for the purposes of investigating the conduct disclosed by the tax whistleblower, and all reasonable steps are taken to reduce the risk of the tax whistleblower being identified;
- c) the identity information is required to be disclosed to the Australian Taxation Office, or to the Australian Federal Police;
- d) the identity information is disclosed to a legal practitioner for the purpose of obtaining legal advice or representation in relation to the protected disclosure; or
- e) it is disclosed to a person or body prescribed by the regulations.

A person (including MPS) is not required to disclose the identity of a tax whistleblower, or information that is likely to lead to the identification of a tax whistleblower, to a court or tribunal, unless it is necessary for the purpose of giving effect to the Whistleblowing Provisions, or if the court or tribunal orders.

6.3 Immunities for whistleblowers and tax whistleblowers

Whistleblowers and tax whistleblowers are protected from civil, criminal and administrative liability, and from the imposition of a penalty. This means that protected disclosures made by a whistleblower are not admissible as evidence against the whistleblower or the tax whistleblower in legal proceedings, unless the proceedings against the whistleblower relate to whether the protected disclosure is false.

Tax whistleblowers are also protected from contractual or other remedies which arise on the basis of the tax disclosure. This means that where the tax whistleblower is a party to a contract (including an employment contract), that contract cannot be terminated on the basis that the tax disclosure constitutes a breach of the contract.

A tax whistleblower is not liable for an action for defamation which arises as a result of the tax disclosure, except in certain limited situations [for example, if malice].

MPS encourages whistleblowers and tax whistleblowers to seek their own independent legal advice.

6.4 Protection from victimisation for whistleblowers and tax whistleblowers

Whistleblowers and tax whistleblowers are protected from victimisation. It is an offence for MPS or any other person engaged by or affiliated with MPS to engage in detrimental conduct that causes, or threatens to cause, any detriment to another person, even where:

- a) a protected disclosure has not occurred;
- b) the victimiser has no actual knowledge that the protected disclosure or tax disclosure has occurred; or
- c) the victimiser does not intend that the conduct will cause detriment.

This protection extends to persons involved in receiving or investigating the protected disclosure or tax disclosure, or a colleague, supporter, friend or family member of the whistleblower or the tax whistleblower.

A person can seek compensation from MPS for any loss, damage or injury suffered as a result of the detrimental conduct, including where MPS failed to take reasonable precautions and exercise due diligence to prevent the detrimental conduct. Compensation can, in some situations, include reinstatement of employment.

MPS has procedures in place to take reasonable steps to prevent a person, including its employees and officers, from engaging in detrimental conduct.

Also note: If an officer or employee of the entity engages in detrimental conduct, then MPS can also be liable for conduct that:

- (a) aids, abets, counsels or procures the detrimental conduct;
- (b) induces the detrimental conduct by threats, promises or other action;
- (c) is in any way (directly or indirectly) knowingly concerned in, or party to the detrimental conduct; or
- (d) involves conspiring with others to effect the detrimental conduct.

7.0 How and to whom a person can make a protected disclosure or a tax disclosure

7.1 Eligible recipient

Before making a protected disclosure, a whistleblower can obtain additional information about this policy and the Whistleblower Provisions (e.g., current Information Sheets (Info Sheets). E.g., ASIC's Info Sheet 238—Whistleblower rights and protections and Info Sheet 239—How ASIC handles Whistleblower Reports etc.) by contacting the Whistleblowing Officer. Or in the absence or non-availability of the Whistleblowing Officer, our external compliance manager.

A whistleblower can make a protected disclosure to an eligible recipient, which includes MPS officers and managers, the MPS's Whistleblower Officer, our external compliance manager, a regulator, a journalist and a parliamentarian.

A tax whistleblower can make a tax disclosure to a tax recipient, which includes the above recipients, as well as the Commissioner.

7.2 How to make a protected disclosure

As a first step, we encourage staff to report a protected disclosure or a tax disclosure to the Whistleblowing Officer.

A Whistleblower will be advised to make their report in person, email or by phone. They can be supplied with Appendix 1 – Whistleblower Report form, or speak to the Whistleblowing Officer to give the information.

8.0 How MPS will protect and support whistleblowers and tax whistleblowers

8.1 Protecting and supporting whistleblowers and tax whistleblowers

As set out under the section on Protections for Whistleblowers, MPS has in place policies and procedures which ensure that:

- a) as part of the protected disclosure and investigation process, we maintain the confidentiality of the whistleblower's and the tax whistleblower's identity, and do not disclose this information except as allowed under the Whistleblowing Provisions. For example, forms will be kept on in a restricted access controlled location on the server, personal information will be redacted from any documentation circulated, and will be handed by a restricted number of staff;
- b) if the whistleblower or tax whistleblower is an employee or one of our suppliers, we will not terminate our contract or arrangement with them purely because they have made a protected disclosure or a tax disclosure;
- c) we take reasonable steps to ensure that whistleblowers and tax whistleblowers are not the subject of detrimental conduct. For example ; and
- d) we will not take action against a whistleblower or a tax whistleblower on the basis of breach of employment contract, where the breach of the employment contract relates to the protected disclosure.

9.0 How MPS investigates protected disclosures and tax disclosures

MPS is committed to ensuring that it proceeds deliberately and quickly in investigating protected disclosures and tax disclosures. Where the protected disclosure or tax disclosure is large in scope, or may involve regulators and/or external third parties, we will consider whether to retain external advice or counsel in order to conduct the investigation.

Without the whistleblower's consent, as part of the investigation process, we cannot disclose information that is likely to lead to the identification of the whistleblower, unless:

- a) the information does not disclose the whistleblower's identity;
- b) we remove information relating to the whistleblower's identity or other information that is likely to lead to the identification of the whistleblower (e.g. their name, position, title and other identifying details); and
- c) it is reasonably necessary for the purpose of investigating the issues raised in the protected disclosure.

MPS has a procedure to investigate protected disclosures and tax disclosures, as follows:

If a disclosure is made to a MPS officer or senior manager, the matter will immediately be referred to the Whistleblowing Officer, who will develop an investigation plan. The investigation plan will include:

- a) appointing compliance staff members to form part of the investigation team, ensuring that they are aware of this policy and the legislative protections for whistleblowers and tax whistleblowers (in particular regarding the protection of confidential information);
- b) collecting all information relevant to the disclosure or the tax disclosure from the whistleblower or the tax whistleblower, including:
 - i. a full description of the circumstances upon which the disclosure or the tax disclosure is based;
 - ii. the names of the MPS personnel, agents, or clients involved, and an explanation of their involvement; and
 - iii. details of the persons who are aware of the matter, both within MPS and externally;
- c) within 7 days of collecting all of the above information, reviewing the information collected in order to prepare a preliminary report regarding the matter to the MPS Board. The preliminary report will summarise the information collected, and include recommendations to the MPS Board regarding:
 - i. assess whether the disclosure qualifies to be classed as a protected disclosure;
 - ii. the cause of the issue which led to the protected disclosure or the tax disclosure;
 - iii. the extent of the issue (for example, the number of employees, customers or related parties who are either involved in or aware of the matter);
 - iv. the potential harm to MPS; and
 - v. the measures to be taken to address the issues raised by the protected disclosure or the tax disclosure, which include compliance with all relevant legislation; and
- d) consult with MPS's Board regarding the appropriate action that MPS needs to take regarding the protected disclosure, which may include:
 - i. asking the whistleblower to consent to a limited disclosure of the protected disclosure;
 - ii. assessing whether a formal, in-depth investigation is required;
 - iii. where appropriate, delegating the investigation to an external third party;
 - iv. obtaining external legal advice;
 - v. notifying a regulator of the protected disclosure or of the tax disclosure; and/or
 - vi. communicating with MPS staff, customers and related parties (where appropriate) regarding the protected disclosure or the tax disclosure;
 - vii. conducting a broad review on the subject matter or the work area disclosed; and
 - viii. investigating an anonymous protected disclosure.

The investigation findings are documented and reported to those responsible for oversight of this policy, being the Whistleblowing Officer and Compliance Manager. Complete records are created and kept in relation to each investigation.

The method of documenting and reporting the findings of the investigation to persons other than the Whistleblowing Officer and Compliance Manager will depend on the nature of the protected disclosure.

We will provide the whistleblower with regular updates of the progress of the investigation. However, the frequency of the updates will depend on the nature of the protected disclosure.

At the conclusion of the investigation, while maintaining the confidentiality of other parties involved, MPS will communicate the investigation findings to the whistleblower. However, MPS may, in its discretion, determine that there are circumstances whereby it may not be appropriate to provide details of the outcome to the whistleblower. In this case, MPS will not disclose details of the investigation to the whistleblower.

MPS acknowledges that the investigation process has limitations. The entity may not be able to undertake an investigation if it is not able to contact the whistleblower, for example, if a protected disclosure is made anonymously and the whistleblower has refused to provide, or has not provided, a means of contacting them.

10. How MPS ensures fair treatment of employees mentioned in a protected disclosure or a tax disclosure

As set out under the section on Protections for Whistleblowers, MPS takes all reasonable steps to ensure that all staff are protected from detrimental conduct. This obligation includes protecting persons named in a protected disclosure or a tax disclosure from detrimental conduct.

MPS has in place detailed policies and procedures which deal with our anti-bullying and anti-discrimination obligations.

All staff and officers are required to read our policies and procedures upon commencing their employment or engagement with MPS, and must review those policies annually.

We may determine the most appropriate time to inform an individual who is the subject of a protected disclosure about an investigation, provided that we notify that person before making any adverse finding against them.

11. Approval and Review

This policy is reviewed annually by the Chief Financial Officer Alex Donkin, and more frequently, if required. Any recommendations that this policy should be amended will be made to the Director for approval.

The Whistleblowing Officer will review this Procedure annually, or as required by legislation or regulatory changes, or if there are systemic problems within MPS.

Appendix 1 – Whistleblower Report

INFORMATION REQUIRED	RESPONSE
Name, job title and location of perpetrator/s:	
Nature of the conduct (e.g. fraud, corruption etc.):	
Details of the conduct:	
Details when suspected matter first became known:	
Approximate period that the suspected matter has been occurring:	
How suspected matter became known:	
Whether evidence of claim is available, and if so, what type:	
Details of any witnesses:	
Are you concerned that reprisals or recriminatory action may be taken against you as a consequence of lodging this report?	
Any other relevant information: (attach an annexure, if required, for this and any other response)	
Do you wish to remain anonymous?	YES <input type="checkbox"/> NO <input type="checkbox"/>

DETAILS OF WHISTLEBLOWER (ONLY TO BE COMPLETED IF YOU DO NOT WISH TO REMAIN ANONYMOUS)	
Name:	
Job Title:	
Location:	
Immediate Manager:	
Personal mobile number:	
Personal email address:	

CONSENT
I consent to the use of the information provided in this report, in accordance with Mair Property Securities' policies and all relevant laws and regulations. YES <input type="checkbox"/> NO <input type="checkbox"/>

Any whistleblower reporting which is suspected to be improper will be protected by this policy and all correspondence will be held in the strictest confidence. False reporting of conduct is a serious matter and the person concerned will be subject to disciplinary action.