

Whistleblower Policy

1 Policy purpose and application

WOTSO Property (ASX:WOT) (**WOTSO**) is committed to the protection of individuals who disclose information about illegal or improper conduct that may occur within WOTSO. This policy has been adopted to provide a safe and confidential environment where such concerns can be raised by whistleblowers without fear of reprisal or detrimental treatment.

This policy sets out:

- (a) who is entitled to protection as a whistleblower under this policy;
- (b) the protections whistleblowers are entitled to under this policy; and
- (c) how disclosures made by whistleblowers in accordance with this policy will be handled by WOTSO.

All officers, employees and contractors of WOTSO must comply with this policy.

This policy is available to all officers and employees of WOTSO and can be found on WOTSO's website (www.wotso.com).

2 Who is eligible for whistleblower protection under this policy?

To be treated as a whistleblower under this policy you must:

- (a) be one of the individuals set out in section 2.1;
- (b) disclose information regarding the type of matters set out in section 2.2; and
- (c) disclose that information to one of the persons set out in section 2.3.

This policy also protects those who are entitled to whistleblower protection under the Australian whistleblower laws (see section 7 of this policy).

2.1 Who may make a disclosure?

Disclosures can be made by a current or former:

- (a) officer or employee of WOTSO;
- (b) contractor or supplier of goods and services to WOTSO, or their current and former employees;
- (c) associate of WOTSO; or
- (d) family member of an individual mentioned above.

You may choose to disclose information anonymously if you wish.

2.2 What types of matters can be disclosed?

Disclosures can be about improper conduct which you suspect on reasonable grounds has occurred or is occurring within WOTSO, including conduct by an officer or employee of WOTSO. However, disclosures cannot be made under this policy about solely personal work-related grievances. Such matters will be dealt with in accordance with WOTSO Code of Conduct and Complaints Handling Procedures (as amended and/or updated from time to time).

Examples of disclosable matters include:

- (a) misconduct or an improper state of affairs or circumstances in relation to WOTSO, including in relation to:
 - (i) corporate governance;
 - (ii) accounting or audit matters;
 - (iii) tax affairs, or the tax affairs of an associate of WOTSO; or
 - (iv) substantial mismanagement of WOTSO resources;
- (b) illegal conduct at WOTSO, or by an officer or employee of WOTSO, such as fraud, corruption, bribery, theft, violence, harassment or intimidation, criminal damage to property or other breaches of applicable laws;
- (c) conduct that is contrary to, or a breach of, our policies;
- (d) conduct at WOTSO that represents a danger to the public (including public health, safety or the environment);
- (e) conduct at WOTSO which amounts to an abuse of authority; or
- (f) conduct which may cause financial loss to WOTSO or damage to its reputation or be otherwise detrimental to WOTSO's interests.

2.3 Who should I disclose to?

To ensure appropriate escalation and timely investigation of matters under this policy, WOTSO encourages reports to be made in writing or by phone to **Don Bayly** or a Disclosure Coordinator.

Don Bayly can be contacted on:

Phone +61 402 027 192

Email ddbaylyf@bigpond.net.au

Subject to the confidentiality obligations in section 3, Don Bayly will provide the details of your disclosure to a Disclosure Coordinator.

Our **Disclosure Coordinators** are the:

- Company Secretary; and
- Chief Operating Officer.

Refer to Schedule 1 (Contact Details) for details of our Disclosure Coordinators.

Alternatively, you can make a disclosure to any one of the following:

- (a) an officer or senior manager within WOTSO;
- (b) an auditor or member of an audit team conducting an audit on WOTSO;
- (c) if the disclosure concerns WOTSO's tax affairs or the tax affairs of an associate of WOTSO:
 - (i) WOTSO's registered tax agent or BAS agent; or
 - (ii) an employee or officer at WOTSO who has functions or duties relating to its tax affairs and who you consider may be assisted in their role by knowing that information; or
- (d) directly to the Australian Securities and Investments Commission (**ASIC**) or the Australian Taxation Office as relevant to the nature of the report.

3 Confidentiality

3.1 Whistleblower identity must be kept confidential

Subject to section 3.2, the identity of a whistleblower (or information that is likely to lead to their identity becoming known) must be kept confidential unless the whistleblower has consented to the disclosure.

3.2 Permitted exceptions

The identity of a whistleblower (or information that is likely to lead to their identity becoming known) may be disclosed without the whistleblower's consent if the disclosure is made to:

- (a) an inhouse or external lawyer for the purpose of obtaining legal advice or legal representation in relation to the operation of the Australian whistleblower laws;
- (b) the Australian Federal Police;
- (c) ASIC;
- (d) the Australian Prudential Regulatory Authority; or
- (e) the Australian Commissioner of Taxation if the disclosure concerns WOTSO's tax affairs or the tax affairs of an associate of WOTSO.

3.3 Provision of whistleblower information to a court or tribunal

No person at WOTSO may disclose or produce to a court or tribunal any information or documents which discloses the identity of a whistleblower (or information likely to lead their identity becoming known) without seeking the advice of the Company Secretary or Chief Operating Officer.

4 Prohibition against victimisation

No person at WOTSO may cause or threaten any 'detriment' to any person for a reason which includes that they or any other person:

- (a) is or proposes to be a whistleblower; or
- (b) is suspected or believed to be, or could be, a whistleblower.

Detriment includes but is not limited to:

- (a) dismissal;
- (b) injury of an employee in their employment;
- (c) alteration of an employee's position or duties to their disadvantage;
- (d) discrimination, harassment or intimidation;
- (e) harm or injury including psychological harm;
- (f) damage to property, reputation or business of financial position; and
- (g) taking action against a whistleblower to enforce a right (for example, a breach of confidentiality) or subjecting them to any liability or action simply because they have made a disclosure.

However, a whistleblower may be held liable for any personal misconduct revealed by their disclosure or an investigation following a disclosure.

5 Investigations of information disclosed under this policy

When a disclosure is made which may fall under this policy, the following steps must be followed except where, in the opinion of the Disclosure Coordinator, it would be inappropriate or unreasonable in the circumstances to do so:

- (a) any person listed in section 2.3 who receives the information must provide the information to a Disclosure Coordinator as soon as practicable, removing any information which identifies or may identify the discloser of the information (the potential whistleblower) prior to doing so (unless the potential whistleblower has provided their consent to that disclosure);
- (b) as soon as practicable, the Disclosure Coordinator responsible for the matter must determine whether the disclosure falls within the scope of this policy and, if so, appoint an investigator with no personal interest in the matter to conduct

an investigation into the matters disclosed, if they determine it to be necessary or appropriate;

- (c) the investigator must conduct any investigation in an objective and fair manner, ensuring to provide any employee who has been adversely mentioned in information provided by a whistleblower an opportunity to respond to the allegations made in respect of them prior to any adverse findings being made;
- (d) the outcome of the investigation must be reported to the Board or its delegated subcommittee, and may be reported to the whistleblower and any persons affected as the Disclosure Coordinator considers appropriate;
- (e) subject to the exceptions allowed under section 3.2 or otherwise by law, the identity of a whistleblower (or information that is likely to lead to their identity becoming known) must be kept confidential at all times during and after the investigation (including in any reporting to the Board or to any persons affected). All persons responsible for or involved in an investigation must take all reasonable steps to reduce the risk that a whistleblower will be identified; and
- (f) a whistleblower may raise any concerns or complaints regarding this policy or their treatment with the Disclosure Coordinator.

6 Reporting to the Board or its delegated committee

Subject to the confidentiality obligations in section 3, the Company Secretary must provide the Board or its delegated subcommittee quarterly reports on all material whistleblower matters, including information on:

- (a) the status of any investigations underway; and
- (b) the outcomes of any investigations completed and actions taken as a result of those investigations.

7 How this policy interacts with Australian whistleblower laws

By making a disclosure in accordance with this policy, you may be afforded protection under Australian whistleblower laws.

While this policy principally deals with internal disclosures of information, Australian whistleblower laws also protect some types of disclosure made to external parties (such as to legal representatives, ASIC, to the Australian Commissioner of Taxation, members of parliament or journalists). Any person who is a whistleblower under Australian whistleblower laws must be treated in accordance with, and is entitled to, protections afforded by, this policy.

For more information about these laws, see the information available on the ASIC website and the ATO website.

8 Policy review

This policy must be reviewed by the Company Secretary as required to ensure it is operating effectively. Any recommended changes must be approved by the Board or its delegated subcommittee.

The Company Secretary is hereby authorised to make administrative and non-material amendments to this policy provided that any such amendments are notified to the Board or its delegated committee at or before its next meeting.

9 Consequences for non-compliance with policy

Any breach of this policy by an officer, employee or contractor will be taken seriously by WOTSO, and may be the subject of a separate investigation and/or disciplinary action.

A breach of this policy may also amount to a civil or criminal contravention under the Australian whistleblower laws, giving rise to significant penalties.

10 Definitions

Unless the context requires, italicised terms in this policy have the following meaning:

associate means any individual who is an associate within the meaning of the Corporations Act; or if the disclosure relates to our tax affairs, an associate within the meaning of section 318 of the *Income Tax Assessment Act 1936* (Cth).

Australian whistleblower laws means either or both of regimes contained in Part 9.4AAA of the Corporations Act and Part IVD of the *Taxation Administration Act 1953* (Cth).

Corporations Act means the *Corporations Act 2001* (Cth).

detriment has the meaning given in section 4 of this policy.

Disclosure Coordinators means the person(s) identified in section 2.3 of this policy.

family member means a:

- (a) spouse, parent, child, sibling or other relative of an individual; or
- (b) dependent of the individual or their spouse.

officer has the same meaning as in the Corporations Act (which includes but is not limited to directors and company secretaries).

personal workplace grievances means a grievance about any matter in relation to an individual's employment or former employment which has, or tends to have, implications only for the individual personally, and where the information does not:

- (a) have significant implications to the entity to which it relates, or any other entity, that does not relate to the individual;

- (b) concern whistleblower victimisation (see section 4); or
- (c) concern the following types of misconduct or an improper state of affairs or circumstances:
 - (i) a criminal offence or contravention of the Corporations Act or *Australian Securities and Investments Commission Act 2001* (Cth) suspected to have been committed by WOTSO, or an officer or employee of WOTSO;
 - (ii) a Commonwealth criminal offence punishable by more than 12 months imprisonment suspected to have been committed by WOTSO, or an officer or employee of WOTSO;
 - (iii) a danger to the public or the financial system posed by WOTSO, or an officer or employee of WOTSO; or
 - (iv) misconduct or an improper state of affairs or circumstances in relation to WOTSO's tax affairs, or the tax affairs of an associate of WOTSO.

relative has the same meaning as in the Corporations Act.

senior manager means any member of our executive leadership team (being those persons, other than a director or company secretary, WOTSO considers make, or participate in making, decisions that affect the whole, or substantial part, of WOTSO or have the capacity to affect significantly WOTSO's financial standing).

spouse means the married, de facto or registered partner of the individual.

tax affairs means affairs relating to any tax imposed by or under, or assessed or collected under, a law administered by the Australian Commissioner of Taxation.

whistleblower means a person who is eligible for protection as a whistleblower under this policy or under the Australian whistleblower laws.

11 Date of Adoption

This policy was adopted by the Board on 12.10.2023.



Schedule 1 - Contact Details

The contact details for WOTSO's Disclosure Coordinators as at the date of this policy are:

Company Secretary	Chief Operating Officer
Agata Ryan 50 Yeo Street NEUTRAL BAY NSW 2089 Telephone: +61 2 9033 8611 Mobile: +61 403 834 734 Email: aryan@wotso.com.au	Jessie Glew 50 Yeo Street NEUTRAL BAY NSW 2089 Telephone: +61 2 9033 8611 Mobile: +61 438 691 538 Email: jglew@wotso.com.au