

WHISTLEBLOWER POLICY



1. Background

Honesty and integrity are integral to the Company's principles and the way the Company conducts its business in accordance with its Statement of Values and Code of Conduct. This Policy supports those principles and demonstrates the Company's commitment to create and maintain a culture of proper conduct and fair and honest dealing in its business activities.

The Company encourages the reporting of reasonably held concerns regarding suspected or actual instances of wrongdoing involving the Company and provides protections and measures so that persons who make a report may do so confidentially and without fear of intimidation, Detrimental Treatment or reprisal.

This Policy should be read in conjunction with other Company policies, including the Code of Conduct.

2. Purpose

The purpose of this Policy is to:

- (a) help detect, address and deter wrongdoing;
- (b) create and maintain a working environment in which persons are able to raise concerns of wrongdoing without fear of intimidation, Detrimental Treatment or reprisal;
- (c) outline the procedures for reporting and investigating wrongdoing;
- (d) ensure reports of wrongdoing are dealt with appropriately and on a timely basis;
- (e) outline the measures in place to protect and support people who report wrongdoing; and
- (f) comply with the Corporations Act requirement to have a whistleblower policy.

It is expected that Workers will report known, suspected or potential cases of wrongdoing.

3. Definitions

Capitalised terms and abbreviations used in this Policy have the meanings set out below:

APRA	means the Australian Prudential Regulation Authority.
ASIC	means the Australian Securities and Investments Commission.
Associate	means an individual who is an associate of the Company within the meaning of the Corporations Act. This includes directors and company secretaries of the Company and may also include a range of individuals with whom the Company acts in concert or is otherwise associated in a formal or informal way.
Board	means the board of directors of the Company from time to time.
Company	means Critica Limited (ACN 119 678 385).
Commission of Taxation	means the person holding office for the time being as Commissioner of Taxation under the <i>Taxation Administration Act 1953</i> (Cth).
Corporations Act	means the <i>Corporations Act 2001</i> (Cth) as amended or modified from time to time.
Detrimental Treatment	has the meaning given in Relevant Legislation from time to time and as at the date of Policy includes dismissal, injury of an employee in their employment (e.g. demotion), harassment, discrimination, psychological harm or other unfavourable treatment that causes damage to the Disclosing Person's property, reputation, business or financial position.
Disclosing Person	has the meaning given in section 4.1.
Eligible Person	has the meaning given in section 4.1.
Eligible Recipient	has the meaning given in section 4.4(b).
Relevant Legislation	means the Corporations Act, the <i>Australian Securities and Investments Commission Act 2001</i> (Cth), the <i>Banking Act 1959</i> (Cth), the <i>Financial Accountability Regime Act 2023</i> (Cth), the <i>Financial Sector (Collection of Data) Act 2001</i> (Cth), the <i>Insurance Act 1973</i> (Cth), the <i>Life Insurance Act 1995</i> (Cth), the <i>National Consumer Credit Protection Act 2009</i> (Cth), the <i>Superannuation Industry (Supervision) Act 1993</i> (Cth), the <i>Competition and Consumer Act 2010</i> (Cth), the <i>Taxation Administration Act 1953</i> (Cth), other tax laws

administered by the Federal Commissioner of Taxation, any other Commonwealth or State law that is punishable by imprisonment for a period of 12 months or more, and regulations under or instruments referred to in these Acts.

Other Authorised Recipients

has the meaning given in section 4.4(b).

Personal Work-Related Grievance

has the meaning given in section 4.3.

Policy

means this Whistleblower Policy.

Reportable Matter

has the meaning given in section 4.2.

Whistleblower Protection Officer

means a person nominated by the Company in Schedule 1.

Worker

means any employee, director, contractor or consultant of the Company.

Wrongful Conduct

means conduct which:

- (a) represents a danger to the public or the financial system;
- (b) constitutes an offence against any Commonwealth act that is punishable by imprisonment for a period of 12 months or more;
- (c) constitutes an offence or contravention of Relevant Legislation; or
- (d) is otherwise prescribed by regulations under Relevant Legislation to be a disclosable matter from time to time.

4. Reporting procedure

4.1 Who is covered by this Policy?

This Policy applies to reports of wrongdoing made by individuals who are, or have been, any of the following:

- (a) a director, officer or employee of the Company;
- (b) an individual who is a contractor or supplier of the Company;
- (c) an employee of a contractor or supplier of the Company;

- (d) an individual who is an associate of the Company, for example a director of a related entity of the Company; and
- (e) a relative, dependent or spouse (or that spouse's dependents) of an individual referred to at (a) to (d) above.

In this Policy, each person in the categories listed above is referred to as an **Eligible Person** and an Eligible Person who makes or attempts to make a report about a Reportable Matter is referred to as a **Disclosing Person**.

4.2 Reportable Conduct

A **Reportable Matter** is a disclosure of information under this policy where the Disclosing Person has reasonable grounds to suspect that the information indicates that the Company, or a Worker has engaged in conduct that:

- (a) concerns misconduct or an improper state of affairs or circumstances at the Company which need not amount to contravention of a law, and which may include:
 - (i) serious and systemic breaches of the Company's policies and procedures (such as the Code of Conduct or Trading Policy);
 - (ii) unsafe work, environmental or health practices;
 - (iii) fraud, corruption, bribery or any other serious impropriety; or
 - (iv) matters relating to the Company's tax affairs;
- (b) indicates that the Company or any of its Workers has engaged in conduct that:
 - (i) constitutes an offence or contravention of Relevant Legislation;
 - (ii) represents a danger to the public or the financial system; or
- (c) is otherwise prescribed by regulations under Relevant Legislation to be a disclosable matter from time to time.

Reportable Matters usually relate to conduct of persons performing work for the Company but they can also involve the conduct of third parties, such as customers, suppliers or service providers, provided such conduct also relates to the Company.

4.3 What kind of conduct is not a Reportable Matter?

Reportable Matters do not extend to information about an Eligible Person's grievance about their employment or former employment, which has or tends to have implications for the discloser personally, which do not qualify for protection under the Corporations Act (**Personal Work-Related Grievance**) unless the information:

- has significant implications for the Company and indicates Wrongful Conduct or alleged Wrongful Conduct;

- relates to actual or threatened Detrimental Treatment caused to a Disclosing Person by a person who believes or suspects that the Disclosing Person made, may have made, proposes to make or could make a report under this Policy; or
- is a mixed report that includes information that is linked to and inseparable from a both Reportable Matter and a Personal Work-Related Grievance.

Examples of a Personal Work-Related Grievance include:

- (a) an interpersonal conflict between the Eligible Person and another employee;
- (b) a decision relating to the engagement, transfer or promotion of the Eligible Person;
- (c) a decision relating to the terms and conditions of engagement of the Eligible Person; or
- (d) a decision to suspend or terminate the engagement of the Eligible Person, or otherwise discipline the Eligible Person.

Workers should generally report Personal Work-Related Grievances to their supervisor or manager. A report disclosing information that is not a Reportable Matter does not qualify for protection under the Corporations Act.

4.4 **To whom can a report be made?**

There are a number of channels for making a report if an Eligible Person becomes aware of any issue or behaviour which they consider to be a Reportable Matter.

- (a) To a Whistleblower Protection Officer

The Company encourages Eligible Persons to make reports to a Whistleblower Protection Officer (see Schedule 1 for telephone and email contact details), provided that the person receiving the report is independent of such matter. Whistleblower Protection Officers are available to receive reports at any time (including outside of business hours).

If an Eligible Person makes a report in writing, the document may be posted to PO Box 1175, West Perth WA 6872 marked as private and confidential to the attention of a Whistleblower Protection Officer.

If a manager receives a report or complaint from an Eligible Person that may amount to a Reportable Matter, the manager must ensure the report or complaint is forwarded to a Whistleblower Protection Officer.

A Disclosing Person may choose to remain anonymous (and will still have the same legal protections) or may disclose their name, which will be kept confidential subject to certain exceptions referred to in section 5 of this Policy.

- (b) To an Eligible Recipient

Nothing in this Policy should be taken as restricting Eligible Persons from reporting any matter or providing any information to other persons defined as eligible recipients in Relevant Legislation (**Eligible Recipients**). These include:

- any officer or senior manager of the Company or its related entities; and
- an auditor or a member of the audit team conducting an audit of the Company;

An Eligible Person may also report any matter or information to:

- ASIC;
- APRA;
- the Commissioner of Taxation for tax matters;
- a legal practitioner for the purpose of obtaining legal advice or legal representation regarding the Reportable Matter; and
- any other person in accordance with any relevant law, regulation or other requirement,

(Other Authorised Recipients).

A disclosure of a Reportable Matter to any Whistleblower Protection Officer, Eligible Recipient or Other Authorised Recipient will entitle the Disclosing Person to protections under Relevant Legislation (see section 6.2). This may include the Disclosing Person making public interest or emergency disclosures of a Reportable Matter to a journalist or a parliamentarian where:

- the Disclosing Person made the disclosure to ASIC, APRA or other prescribed government body (and at least 90 days have passed in the case of a public interest disclosure);
- in the case of a public interest disclosure, the Disclosing Person does not have reasonable grounds to believe that action is being, or has been taken, in relation to their disclosure and reasonably believes that further disclosure is in the public interest or, in the case of an emergency disclosure, the Disclosing Person has reasonable grounds to believe that the information concerns a substantial and imminent danger to health or safety or to the natural environment;
- the Disclosing Person has given prior written notice to relevant government body of the intention to make a further disclosure; and
- the extent of the information disclosed in the case of an emergency disclosure is no greater than is necessary to inform the journalist or parliamentarian of the substantial and imminent danger.

It is important to understand the criteria for making a public interest or emergency disclosure, so a Disclosing Person should consider seeking independent legal advice

from and be legally represented by a legal practitioner if considering making such a disclosure.

4.5 Legal advice and communicating with a lawyer

The Company encourages any person considering making a disclosure to obtain independent legal advice (particularly in connection with making a public interest or emergency disclosure). Disclosures to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the Corporations Act or *Taxation Administration Act 1953* (Cth) are protected.

5. Confidentiality and anonymity

The identity of a Disclosing Person who has disclosed a Reportable Matter to a Whistleblower Protection Officer or another Eligible Recipient will not be disclosed unless:

- (a) the Disclosing Person consents to such disclosure;
- (b) the Company is obliged or allowed by law to disclose, such as disclosures made to ASIC, APRA, a member of the Australian Federal Police, the Commission of Taxation (if tax related) or other prescribed body in accordance with Relevant Legislation; or
- (c) the disclosure is made to a legal practitioner for the purposes of the Company obtaining advice or representation in relation to the operation of Relevant Legislation.

The Company will ensure that any records relating to a report by a Disclosing Person are stored securely and confidentially and are able to be accessed only by persons who are authorised to access the information for the purposes of the investigation and in accordance with Relevant Legislation. The Company may use an anonymised email address, and a Disclosing Person may adopt a pseudonym in order to preserve anonymity.

Unauthorised disclosure of:

- (a) the identity of the Disclosing Person who has made a report; or
- (b) information from which the identity of the reporting person could be inferred,

may be an offence under Australian law and will be regarded as a disciplinary matter.

Disclosing Persons should be aware that it may be possible that someone might deduce their identity without there having been a breach of confidentiality, including if the nature of their report indicates that a particular individual made it, or otherwise as a consequence of the nature of the investigatory process.

6. Protections and support

6.1 The Company's commitment to prevent Detrimental Treatment

The Company is committed to protecting and respecting the rights of any Disclosing Person who makes a report under this Policy.

The Company will take reasonable steps to monitor and manage the behaviour of other persons involved in the Reportable Matter and protect the Disclosing Person from Detrimental Treatment where that treatment has occurred because another person believes or suspects that the Disclosing Person has made, is proposing to make, or is able to make, a report relating to a Reportable Matter.

Detrimental Treatment does not include administrative action taken by the Company that is reasonable to protect a Disclosing Person from detriment (for example, moving a Disclosing Person to another work location), or reasonable management action regarding unsatisfactory work performance or conduct.

Any such Detrimental Treatment may be an offence and will be treated as serious misconduct and will be dealt with in accordance with the Company's disciplinary procedures.

6.2 Protections under Relevant Legislation

While the Company encourages Disclosing Persons to report information concerning Reportable Matters in accordance with this Policy, this Policy is not intended to prevent persons from making protected disclosures of information (including Reportable Matters) in other ways under Relevant Legislation.

Where a Disclosing Person makes a report in relation to a Reportable Matter under this Policy only, they may also qualify for separate protections under Relevant Legislation (including where disclosures are made anonymously).

These statutory protections may include:

- (a) protection from civil, criminal or administrative legal action for making the report;
- (b) contractual or other rights or remedies may not be exercised or enforced against the Disclosing Person for making the report;
- (c) the information they provide may not be admissible in evidence against them in legal proceedings (unless they have provided false information); and
- (d) anyone who subjects or threatens to subject a Disclosing Person to Detrimental Treatment in the belief or suspicion that the Disclosing Person has made, will make or could make a report, may be guilty of an offence and may be liable to pay damages to the Disclosing Person for any loss suffered by him or her as a result. The Company encourages any Disclosing Person who has suffered loss to seek independent legal advice.

The statutory protections apply in favour of a Disclosing Person even if the allegations he or she makes are wrong, provided that the Disclosing Person had reasonable grounds for making the relevant report.

The statutory protections do not grant immunity for any misconduct a Disclosing Person has engaged in that is revealed in their report.

6.3 False reporting

The above protections will not apply where a person makes a report that does not constitute a Reportable Matter (including where there is no reasonable basis for a report) or it is not made in accordance with the requirements of the Relevant Legislation.

A deliberately false or reckless report which does not constitute a Reportable Matter could cause the Company significant loss and damage including damage to the Company's reputation and that of its Workers and associated personnel, as well as taking considerable time, effort and resources. The Company reserves the right to take appropriate action in any such case including treating it as a serious disciplinary matter.

7. Internal investigation procedure

A suitable independent investigator will be appointed to investigate each report submitted by a Disclosing Person.

An investigator has access to independent financial, legal and operational advisors as required, and to the extent appropriate, will be assisted by the Board.

Investigations will be conducted as far as practicable on a confidential basis and in an appropriate manner having regard to the nature of the report, Relevant Legislation and the surrounding circumstances. Any investigation will be conducted in a manner that is fair and objective to all people involved (including those who are the subject of a report).

The time that an investigation takes will depend on the particular facts of each case but the Company will conduct any internal investigation as quickly as practicable.

The objects of an investigation include:

- (a) collecting information, considering that information and concluding whether or not there are reasonable grounds to indicate a Reportable Matter; and
- (b) where appropriate, making recommendations on appropriate remedial actions in respect of a Reportable Matter.

Generally, the investigator will decide whether to escalate any report and the findings of any investigation, and to whom the report and findings should be escalated for any decision. This will depend on the facts and seriousness of each case. For example, a decision on how to respond to the findings of any investigation could be made by a Whistleblower Protection Officer. The Whistleblower Protection Officer has an obligation to report serious incidents under this Policy to the Board.

The Whistleblower Protection Officer will endeavour, if the Disclosing Person can be contacted, to keep the Disclosing Person regularly updated during the course of investigations arising from their report and may inform the Disclosing Person in general terms of its outcome, subject to considerations of the privacy of anyone who is the subject of the Reportable Matter and confidentiality.

If the Disclosing Person wishes to remain anonymous, the Company encourages the Disclosing Person to maintain ongoing two-way communication with the Whistleblower Protection Officer in order to respond to any follow-up questions or provide feedback. Otherwise, the Company may not be able to undertake a proper investigation.

A Disclosing Person can at any time refuse to answer questions which they consider may reveal their identity.

8. Accessibility of this Policy

This Policy can be accessed via the Company website at www.critica.limited.

An Eligible Person may also request a copy of the Policy by contacting a Whistleblower Protection Officer.

9. Review

This Policy will be reviewed from time to time to ensure it remains effective and meets best practice standards and the needs of the Company. This Policy can only be amended by resolution of the Board.

10. Associated documents

Statement of Values.

Code of Conduct.

Anti-Bribery and Anti-Corruption Policy.

Approved by the Board, effective [●] 2025.

Schedule 1 Whistleblower Protection Officer

Name	Position
Jacob Deysel	Chief Executive Officer
Jamie Byrde	Executive Director, CFO and Company Secretary