



Wilson Asset Management

Whistleblower Policy

Introduction and purpose

Wilson Asset Management is committed to maintaining an open and transparent culture of corporate compliance, ethical and responsible behaviour to the benefit of all stakeholders. The purpose of this Whistleblower Policy ('Policy') is to provide the opportunity for employees and their families (current and past), directors, contractors and suppliers to report actual or suspected behaviour that they genuinely believe has breached Wilson Asset Management's values, policies or the law, without fear of reprisal or dismissal.

Who does this Policy apply to?

This Policy applies to WAM Leaders Limited (ABN 33 611 053 751) (referred to as 'WAM Leaders', 'we', 'our').

WAM Leaders recognises the key role played by the Wilson Asset Management Group (including the Investment Manager, MAM Pty Limited) in the affairs of WAM Leaders. The Wilson Asset Management Group provides investment management services and other administration services to WAM Leaders, which has no employees of its own other than the respective Directors. The investment strategy employed by the Wilson Asset Management Group often results in investments being made simultaneously by several listed investment companies (LICs) managed by the Wilson Asset Management Group. Given this, it is likely that Reportable Conduct will affect more than one LIC and, if it relates to the Wilson Asset Management Group, may potentially impact on all LICs.

What is a whistleblower?

For the purpose of this Policy, a whistleblower is any WAM Leaders employee or their families (current and past), directors, contractors or suppliers who, whether anonymously or not, makes, or attempts to make, a disclosure about Reportable Conduct, and wishes to avail themselves of protection against reprisal under this Policy. In order to be entitled to the protections afforded under this Policy, the whistleblower must have both a genuine belief and reasonable evidence that the Reportable Conduct has occurred.

Reportable Conduct

Reportable Conduct is conduct that is:

- Dishonest, improper, unethical or socially irresponsible;
- Fraudulent or corrupt;
- Illegal or breaches any law or regulation applicable to WAM Leaders or the Wilson Asset Management Group;
- Significantly breaches any contract in which WAM Leaders is bound;
- Bullying, discrimination, coercion or harassment;
- Environmentally unsound;
- Unsafe;

or conduct that:

- May cause material financial or non-financial loss, including reputational damage, to WAM Leaders or may otherwise be detrimental to WAM Leaders.

Reportable Conduct is not limited to WAM Leaders. Any of the above conduct could be undertaken by any WAM Leaders officer, employee, contractor or supplier or other person who has dealings with WAM Leaders.

How to make a report

Whistleblowers should make their report by speaking directly and privately to Geoff Wilson (Chairman and Chief Investment Officer, Wilson Asset Management Group), Kate Thorley (Chief Executive Officer, Wilson Asset Management Group), or Jesse Hamilton (Chief Financial Officer, Wilson Asset Management Group). If the whistleblower believes all of these people to be compromised, the report should be made to the Chair of the Audit and Risk Committee of WAM Leaders or the next most senior person that they believe is not compromised.

If the whistleblower wishes to remain anonymous, they may send an anonymous letter to Whistleblower Protection Officer, Level 26, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000 or send an email to: blowthewhistle@wilsonassetmanagement.com.au.

The whistleblower can contact the Chair of the Audit & Risk Committee of WAM Leaders directly, by sending an anonymous letter to Chair – Audit & Risk Committee, WAM Leaders Limited (marked Private & Confidential), Level 26, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000.

Among other things, the whistleblower must act honestly when making a report and must have both a genuine belief and reasonable evidence that Reportable Conduct has occurred.

Investigation process

All reports made under this Policy will be treated seriously and will be thoroughly investigated.

Whistleblower Protection Officer

WAM Leaders has appointed Kate Thorley as the Whistleblower Protection Officer ('WPO'). The WPO is responsible for protecting and safeguarding the interests of whistleblowers as defined in this Policy. The WPO has direct access to independent financial, legal and operational advisors as required, and has been chosen because of their trustworthiness and their ability to be objective. The WPO is responsible for keeping the whistleblower updated, as to the ongoing progress and outcome of the investigation (where the identity of the whistleblower is known).

Whistleblower Investigations Officer

A Whistleblower Investigations Officer ('WIO') will be appointed on a case by case basis, depending on the report made, who will be independent to the area under investigation. The role of the WIO is to investigate the substance of the complaint, to determine whether there is evidence in support of the matters raised or, alternatively to refute the report made.

The WPO and the WIO cannot be the same person, except in exceptional circumstances, as they fulfil distinctly separate and independent roles.

The Wilson Asset Management Group will have primary carriage of all interactions with a whistleblower and investigations in relation to Reportable Conduct as delegates for all affected LICs. A single investigation will be undertaken where the relevant Reportable Conduct relates to several LICs. The WPO and/or WIO will act as delegates for the board of each of the affected LICs and must report to the board of each affected LIC as well as to the board of the Wilson Asset Management Group (if appropriate).

Notwithstanding the above, if the board of a LIC determines that Reportable Conduct relates to the Wilson Asset Management Group and an investigation by officers or employees of the Wilson Asset Management Group will be compromised by an inherent conflict of interest that cannot be resolved, the board may determine to undertake its own investigation without the active participation of the Wilson Asset Management Group officers or employees. If this occurs, the board must engage independent third parties to act as the WPO and WIO and otherwise to apply this Policy with any amendments the board considers necessary in the circumstances.

Findings

Once the WIO has completed their investigation, they will prepare an investigation report which will be given to the WPO and Chairman. This may also be forwarded to the directors of the relevant LIC and the Chair of the Audit and Risk Committee for any LIC (where applicable). The WPO will advise and debrief the whistleblower as to the outcome. The whistleblower must maintain confidentiality and must not disclose this information to any person.

The WPO (and the Chair of the relevant Audit and Risk Committee where applicable), will evaluate the investigation report and determine the appropriate corrective response. Any material concerns raised will be shared with the Board of the relevant entity. Any possible criminal activities identified in the report will be reported to the Police and/or regulators, where applicable.

If the whistleblower is not satisfied with the outcome of the investigation, they should advise the WPO. A Whistleblowers Appeal Committee will then be constituted for this purpose, made up of at least 3 appropriately qualified people of independent standing. The Committee will review the WIO's investigation report, the whistleblower's report and any other factors it feels to be relevant. The Committee's findings will be considered final.

Anonymity and confidentiality

WAM Leaders, the WPO and/or the WIO will, as far as reasonably possible and except as required by law, provide to whistleblowers a guarantee of anonymity (if desired by the whistleblower), unless the whistleblower has consented in writing or the law requires disclosure in legal proceedings. The whistleblower may place restrictions on who knows the whistleblower's identity and on who is informed of their report, although there may be practical implications in investigating the report in this situation.

Where it is not possible to maintain the anonymity of the whistleblower, whistleblowers may request a leave of absence or relocation during the investigation. WAM Leaders will grant this request wherever it is appropriate or reasonably practical to do so.

All files created with respect to a whistleblower report and investigation will be kept secure to preserve both the integrity of the files and their confidentiality. These files will not be disclosed to any third parties without the written consent of the whistleblower, except as required by law.

Protection from reprisal

WAM Leaders will take all reasonable steps to protect a whistleblower from reprisals as a result of making a report under this Policy. This includes protection from dismissal or demotion, any form of discrimination or harassment, as well as any current or future bias, so long as the whistleblower acted honestly when making the report and had a genuine belief and reasonable evidence that the Reportable Conduct occurred. This may be difficult in situations where the whistleblower has requested

anonymity. A whistleblower should inform the WPO if they believe they have been subject to any retaliation or if they have any concerns about how their report is being handled and investigated.

It is WAM Leaders' Policy that a whistleblower who has acted in good faith and has not themselves engaged in serious or unlawful conduct, be provided immunity from disciplinary proceedings. However, WAM Leaders has no power to offer any person immunity against criminal prosecution or civil proceedings brought by third parties.

False or malicious reporting

Where it is shown that a person (whether or not they purport to be a whistleblower) has made a false and/or malicious report, then that conduct itself is considered a serious matter and may render the person concerned subject to disciplinary action or civil suit.

Training

Employees of the Wilson Asset Management Group will receive training at induction and also on a regular and ongoing basis, to ensure they are aware of their rights and obligations under this Policy. The WPO and other managers who may be required to investigate and respond to reports, will also receive regular training to enable them to fulfil their duties in accordance with this Policy.

Policy review

The Whistleblower Policy is reviewed periodically, and any recommended changes will be approved by the Board of WAM Leaders as specified in this document. Any changes to this Policy will not take effect until published.

Adopted: 10 December 2019