

Whistleblower Policy

Introduction and purpose

WAM Capital Limited (ABN 34 086 587 395) (referred to as 'WAM Capital', 'we', 'our' or 'the Company') 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 Directors, Executives¹, suppliers and contractors, to report actual or suspected behaviour that they have reasonable grounds to suspect has breached WAM Capital's values, Code of Conduct, policies or the law, without fear of reprisal or dismissal.

This policy explains:

- how you can report concerns to the Your Call service. Your Call is our external, independent provider that provides confidential reporting of whistleblower concerns related to this policy;
- which concerns will be assessed as whistleblower disclosure;
- how whistleblower disclosures are managed; and
- how we will support and protect you if you are a whistleblower.

Who does this Policy apply to?

This Policy applies to WAM Capital Limited and its wholly owned subsidiaries. WAM Capital recognises the key role played by the Wilson Asset Management Group (including the Investment Manager, Wilson Asset Management (International) Pty Limited) in the affairs of WAM Capital. The Wilson Asset Management Group provides investment management services and other administration services to WAM Capital, which has no employees of its own. 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 Capital Director, Executive, contractor or supplier, (current and past), 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, a whistleblower must satisfy three requirements to receive legal protections:

- they are an eligible whistleblower;
- they make their disclosure to an eligible recipient or certain other parties specified in the legislation (including legal practitioner, ASIC, APRA or ATO); and
- the report contains information, based on reasonable grounds, about misconduct or improper state of affairs in relation to WAM Capital.

¹ The Company's Corporate Governance Charter defines an Executive as a person (whether or not a Director) involved in the strategic and operational management of

Reportable Conduct

Reportable Conduct applies if the discloser has reasonable grounds to suspect that the information concerns misconduct, or an improper state of affairs or circumstances, in relation to WAM Capital.

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 Capital or the Wilson Asset Management Group;
- Significantly breaches any contract in which WAM Capital 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 Capital or may otherwise be detrimental to WAM Capital.

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

How to make a report

Whistleblowers should make their report by speaking directly and privately to our whistleblowing service, Your Call.

Reporting to Your Call also enables your report to be made anonymously if you choose to do so.

Your Call Service

Phone: 1300 790 228 (7am to midnight, Monday to Friday)

Online: www.yourcall.com.au/report (24 hours, 7 days a week)

Mail: PO Box 7777, Malvern VIC 3144

Quote organisation ID: **WAMI**

Alternatively, whistleblowers can make a report to one of the Disclosure Officers, Kate Thorley (Chief Executive Officer, Wilson Asset Management Group), Kim Heng (Chief Operating Officer, Wilson Asset Management Group), Jesse Hamilton (Chief Financial Officer, Wilson Asset Management Group) or Lisa Fagan (Head of People and Culture, Wilson Asset Management Group) or a member of the Wilson Asset Management Leadership Team. If the whistleblower believes all of these people to be compromised, the report should be made to Geoff Wilson (Sole Director, Wilson Asset Management Group), the Chair of the Audit and Risk Committee of WAM Capital or the next most senior person whom they believe is not compromised.

Reports may also be made to additional parties under the Whistleblowing protection provision in the Corporation Act.

Among other things, the whistleblower must act honestly when making a report and must have reasonable grounds to suspect that Reportable Conduct has occurred.

Investigation process

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

the Company, including the Company Secretary, officers, employees or representatives of the Investment Manager.

Whistleblower Protection Officer

WAM Capital may appoint a Whistleblower Protection Officer ('WPO') if requested or determined necessary. 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. 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 in a fair, objective, and independent manner, to determine whether there is evidence in support of the matters raised.

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 (where applicable). Any disclosure of identity of the whistleblower must be with whistleblower consent. 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 Chair of the Audit and Risk Committee and the directors for any relevant 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 three 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

Whistleblowers can report a concern anonymously and, if the concern is Reportable Conduct, the whistleblower will still qualify for whistleblower protection under this policy. The whistleblower can continue to remain anonymous after a report has been made, including throughout or after any investigation into their concern. The whistleblower may also refuse to answer questions throughout the process that could reveal their identity. Although it is not required, whistleblowers are encouraged to share their identity when reporting a concern as it may make it easier and quicker for addressing the matter. Remaining anonymous may limit the ability to properly and efficiently investigate or manage a concern.

WAM Capital, the WPO and/or the WIO will, as far as reasonably possible and except as required by law, provide to whistleblowers a guarantee of confidentiality (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 confidentiality of the whistleblower, whistleblowers may request a leave of absence or relocation during the investigation. WAM Capital 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 Capital 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 reasonable grounds to suspect 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 Capital's 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 Capital has no power to offer any person immunity against criminal prosecution or civil proceedings brought by third parties.

Other protections for Whistleblowers

Whistleblowers are protected from civil, criminal, or administrative liability (including disciplinary action) for disclosing a Reportable Conduct.

No contractual right, including under an employment contract, can be exercised against a whistleblower to stop them disclosing a Reportable Conduct.

The Corporations Act makes it illegal for someone to cause or threaten detriment to a whistleblower because they believe or suspect that the whistleblower has made, may have made, or could make, a whistleblower disclosure.

Whistleblowers can seek legal compensation and other remedies through the courts if they suffer loss, damage or injury for making a Reportable Disclosure.

The Corporations Act makes it illegal to disclose the identity of the Whistleblower without their consent.

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 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.

This Policy is made available on WAM Capital's [website](#).

Policy review

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

Reviewed: 16 January 2024