

Whistleblowing Policy



Simba Global

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1.0 Purpose

Simba Global Pty Ltd is dedicated to maintaining the highest standards of ethics, integrity, and transparency in all its operations. This Whistleblower Policy outlines the framework for receiving, investigating, and addressing allegations or reports of concerns, related to unlawful, unethical, fraudulent or improper conduct, and to protect individuals who report such concerns in good faith, without fear of intimidation, disadvantage, or reprisal.

2.0 Scope

This policy applies to all employees, officers, contractors, suppliers, customers, and other stakeholders across all jurisdictions where Simba Global operates.

3.0 Objectives

The objectives of this Policy are to:

- Encourage the reporting of any unethical or illegal activities.
- Ensure individuals who report such conduct can do so safely, securely, and with assurance of support and protection from retaliation.
- Ensure that all reports are handled promptly and appropriately.
- Provide clarity on Simba Global's procedures for receiving, managing, and investigating reports of misconduct.
- Ensure fairness and due process for anyone accused of misconduct.
- Uphold Simba Global's values and Code of Conduct.
- Support the long-term sustainability and reputation of Simba Global.
- Comply with all legal and regulatory requirements.

4.0 Reportable Conduct

A Protected Disclosure is a report of Reportable Conduct under this policy by an eligible whistleblower who reasonably suspects any of the following conduct (or the deliberate concealment of such conduct) related to Simba Global or a related body corporate (including their employees or officers):

- Improper conduct or circumstances related to Simba Global or a related body corporate
- Fraud, negligence, default, breach of trust, and violations of duties under the Corporations Act 2001 (Cth) (Corporations Act)
- Conduct that constitutes an offence against, or a violation of:
 - The Corporations Act or an associated instrument, or other financial sector laws

enforced by the Australian Securities Investments Commission (ASIC) or the Australian Prudential Regulation Authority (APRA)

- Any other Commonwealth law punishable by imprisonment for 12 months or more or
- Conduct that poses a danger to the public or the financial system (even if it does not breach a specific law).

Examples of Reportable Conduct include:

- Illegal activities, such as theft, illicit drug use or distribution, violence or threats of violence, or criminal damage to property
- Fraud, money laundering, or misuse of funds
- Offering or accepting bribes
- Financial irregularities
- Non-compliance with legal or regulatory requirements
- Unethical or improper behaviour significantly impacting Simba Global. This includes:
 - Serious or systemic breaches of Simba Global policies
 - Bullying or harassment
 - Misuse of sensitive or confidential information
 - Unfair or unethical business practices in dealings with investors, customers, contractors, suppliers, or their employees
- Conduct likely to harm Simba Global's financial standing or reputation
- Retaliation against anyone making or proposing to make a disclosure under this policy and
- Any behaviour posing a serious risk to workplace health and safety, public health or safety, or the environment (even if it does not breach any law).

4.1 What is not reportable conduct?

For the avoidance of doubt, Reportable Conduct does not generally include a "personal work-related grievance." These are grievances related to a person's current or former employment with Simba Global that have personal implications but do not:

1. Have significant implications for Simba Global or a related body corporate or
2. Relate to any conduct, or alleged conduct, involving Reportable Conduct.

Examples of personal work-related grievances include, but are not limited to:

- An interpersonal conflict between the discloser and

another employee

- A decision relating to the engagement, transfer, or promotion of the discloser
- A decision relating to the terms and conditions of engagement of the discloser and
- A decision to suspend or terminate the engagement of the discloser, or otherwise discipline the discloser.

Disclosures relating to these matters do not qualify for whistleblower protection under this policy or Australian law. A personal work-related grievance may still qualify for protection under this policy if:

- It includes information about Reportable Conduct, or forms part of a disclosure that also includes Reportable Conduct.
- The disclosure is that the person has suffered, or has been threatened with, a detriment for making a disclosure of Reportable Conduct or
- The person has made the disclosure to a legal practitioner for the purpose of obtaining legal advice or representation about the operation of whistleblower protections under the Corporations Act.

5.0 Whistleblower Protection Officers

Eligible whistleblowers must make a disclosure directly to one of the Whistleblower Protection Officers (Recipients) below to qualify for protection as a whistleblower under this Policy and under Australian law.

- Chief Financial Officer (Whistleblower Investigation Officer)
- Head of People and Culture
- Chair of Simba Global Board
- Officers or directors of Simba Global
- Australian Securities and Investments Commission (ASIC) or Australian Prudential Regulation Authority (APRA)

An external legal practitioner for the purposes of obtaining legal advice or representation.

6.0 Making a disclosure

When making a disclosure the specifics of the Reportable Conduct including the people involved, dates, locations, and any relevant evidence or material must be included.

6.1 Internal Reports

Disclosures can be made directly to one of the Whistleblower Protection Officers listed in section 5.0 by contacting them directly via email or phone.

If / when a name has been provided when making a disclosure, it will only be revealed with consent or in exceptional circumstances where disclosure is required or permitted by law.

6.2 Anonymous Reports

Simba Global encourages eligible whistleblowers to provide their name when making a disclosure to enable a thorough investigation.

However, anonymous disclosures can be submitted to protect anonymity by:

- Utilising an anonymized email address;
- Adopting a pseudonym for the disclosure;
- Reporting via the secure link provided on the Simba Global website.

Anonymous disclosures will still be protected under this policy and Australian law. However, Simba Global may not be able to offer the same level of practical support and protection if identity is not disclosed.

7.0 Confidentiality and Identity Protection

7.1 Whistleblower Protection

When making a disclosure of Reportable Conduct, the eligible Recipient cannot reveal identity or any information that could identify the whistleblower, except:

To ASIC, APRA, or a member of the Australian Federal Police.

- To a legal practitioner for the purpose of obtaining legal advice or legal representation regarding the whistleblowing provisions of the Corporations Act.
- To a person or body prescribed by the Corporations Act regulations; or
- With consent.

Information from a disclosure may be disclosed without consent if it is reasonably necessary to investigate the issues raised, provided that:

- Whistleblower identity is not disclosed; and
- All reasonable steps have been taken by Simba Global to minimise the risk of revealing identity from the information provided.

It is illegal to identify a whistleblower or disclose information that could lead to their identification outside of these circumstances.

Simba Global will take all reasonable measures to protect the confidentiality of whistleblowers and ensure their identity remains protected throughout the investigation. This may include:

- Handling and investigating disclosures with qualified staff.
- Redacting all personal information or references to the whistleblower in reports.
- Using gender-neutral terms when referring to the whistleblower.
- Working with the whistleblower to identify and mitigate any aspects of their disclosure that could reveal identity.
- Securely storing documents related to disclosures.
- Limiting access to information to those investigating the disclosure.
- Restricting the number of people aware of the whistleblower's identity.
- Implementing measures to prevent information about investigations from being sent to accessible email addresses or printers.
- Reminding those handling investigations of their confidentiality obligations.

It might be possible for others to guess a whistleblower's identity if:

- The whistleblower has mentioned their intention to disclose to others
- The whistleblower is among a small group with access to the information
- The disclosure involves information previously shared privately and confidentially.

Unauthorised disclosure of a whistleblower's identity or information that could identify them may result in disciplinary action under Simba Global's procedures and could also be a criminal or civil offense under the Corporations Act.

Concerns about breaches of confidentiality should be reported to the WIO. Complaints can also be filed with a regulator, such as ASIC, APRA, or the ATO, for investigation.

7.2 Employee Protections

The WIO will ensure that any employee who is the subject of a disclosure under this Policy is treated fairly throughout the investigation of Reportable Conduct. Employees will have the chance to be informed of any allegations made against them and to provide their response during the investigation.

8.0 Handling and Investigation

All disclosures made under this policy will be handled with sensitivity and seriousness, and addressed promptly, fairly, and objectively.

8.1 Initial assessment

Subject to the confidentiality requirements outlined in section 7, all disclosures of Reportable Conduct must be referred to the Whistleblowing Investigation Officer (WIO) at Simba Global.

The WIO will review the information provided and determine:

- Whether the disclosure pertains to Reportable Conduct and qualifies for protection under this policy.
- Whether an investigation is necessary or appropriate. In some cases, Simba Global may not be able to conduct an investigation, particularly if it cannot contact the whistleblower to obtain the necessary consent or information needed for a timely investigation.

All Protected Disclosures will be reported to the Chair of Simba Global's Board and the Head of People and Culture. This may be done through the Whistleblower Register, as standalone agenda items for Board meetings, or as otherwise deemed appropriate by the WIO or Chief Executive (if applicable) based on the circumstances

8.2 Investigating a disclosure

If the WIO determines that an investigation is warranted, they will decide on the appropriate process for the investigation, including:

- The nature and scope of the investigation;
- Who will conduct the investigation;
- The type of technical, financial, or legal advice that may be needed; and
- The timeframe for the investigation.

Simba Global will strive to complete investigations as promptly as possible.

8.3 Timeline of Investigation

Simba Global will acknowledge receipt of disclosures within 3 business days.

Once the matter is transferred to the WIO, whistleblowers will be contacted within 14 business days to discuss the next steps provided whistleblowers can be contacted without compromising anonymity.

Updates for key stages in the process will also be provided.

In certain situations, Simba Global may need to refer a

Reportable Conduct allegation to the Police or another agency (e.g., ASIC). In such cases, Simba Global may not be able to provide updates on the progress of the Protected Disclosure.

8.4 Investigation findings

Simba Global will apply principles of procedural fairness to any investigation conducted under this Policy. After the investigation is completed, the WIO will determine the recommended course of action (if any) that Simba Global should take in response to the findings. This may include a disciplinary process or another form of escalation within or outside of Simba Global.

The outcome of the investigation will be reported (while protecting identity) to the Chief Executive (unless they are the subject of the investigation). If deemed appropriate by the WIO, the outcome may also be shared with any persons affected by the disclosure. If the investigation involves the Chief Executive, the outcome will be reported to the Chair of Simba Global's Board.

The method of documenting and reporting the findings will depend on the nature of the disclosure. If appropriate and subject to any applicable confidentiality, privacy, or legal constraints, the WIO will notify the whistleblower and any employee who is the subject of the disclosure of the investigation's outcome. However, there may be circumstances where it is not appropriate to provide details of the outcome to either party.

9.0 Protections of Whistleblowers

To be eligible for the protections under this Policy, the whistleblower must:

- Be an eligible whistleblower.
- Disclose Reportable Conduct to an eligible Recipient.
- Act honestly and have a genuine or reasonable belief that the information in the allegation is true or likely to be true; and

Not have engaged in serious misconduct or illegal conduct related to the Reportable Conduct.

To be eligible for the protections under this Policy, the whistleblower must:

- Be an eligible whistleblower.
- Disclose Reportable Conduct to an eligible Recipient.
- Act honestly and have a genuine or reasonable belief that the information in the allegation is true or likely to be true; and
- Not have engaged in serious misconduct or illegal conduct related to the Reportable Conduct.
- The protections in this Policy extend beyond disclosures made to eligible Recipients to include:

- Disclosures made to legal practitioners for obtaining legal advice or representation concerning whistleblowing provisions under Australian law.
- Disclosures to regulatory or other external bodies.
- "Public interest" and "emergency" disclosures made in accordance with the Corporations Act.

Whistleblowers remain eligible for protections under this Policy even if the disclosure turns out to be incorrect or if a legal practitioner advises that the disclosure is not Reportable Conduct.

9.1 Protections from detriment

A person must not cause, or threaten to cause, detriment to someone because they have made, may make, propose to make, or could make a disclosure protected under this Policy and Australian law.

Examples of detrimental conduct include dismissal, discrimination, harassment, intimidation, changes to a person's employment position or duties to their disadvantage, physical or psychological harm, or damage to a person's property, reputation, business, or financial situation.

Actions that are not considered detrimental conduct include:

- Administrative actions taken to protect a whistleblower from detriment (e.g., moving the whistleblower to a different work area to prevent harm); and
- Managing a whistleblower's unsatisfactory work performance

Simba Global is committed to ensuring that eligible whistleblowers are treated fairly and do not suffer detriment for making a Protected Disclosure. To protect eligible whistleblowers, Simba Global may implement the following measures:

- Assess risks of detriment to the whistleblower and others.
- Provide support services, such as counseling or other professional services.
- Develop strategies to help the whistleblower manage stress, performance impacts, or other challenges resulting from the disclosure or investigation.
- Create procedures for whistleblowers to file complaints if they believe they have suffered detriment and outline the actions Simba Global will take in response.
- Intervene if detrimental conduct occurs, including investigating, taking disciplinary action, allowing extended leave, offering career development plans with new training and opportunities, or providing other compensation or remedies.

If the Whistleblower is an employee Simba Global may implement the following additional measures:

- Allow the whistleblower to perform duties from a different location.
- Reassign or relocate the whistleblower to another role at the same or a similar level.
- Modify the whistleblower's workplace or their duties as needed.
- Ensure management understands their responsibilities to maintain confidentiality, address risks of isolation or harassment, manage conflicts, and ensure fairness in managing the whistleblower's performance or other related actions.

Simba Global will investigate any reports of adverse action against individuals eligible for protection. If such behaviour is proven, those responsible may face disciplinary proceedings and potential criminal or civil liability under the Corporations Act or the Taxation Administration Act.

9.2 Other remedies and protections

Under Australian whistleblowing laws, making a Protected Disclosure provides several legal protections, including:

In certain cases (such as when the disclosure is made to a regulator), the information you provide cannot be used against you in criminal proceedings or proceedings for imposing a penalty, except in cases related to the falsity of the information

You are protected from liability in relation to your disclosure, including:

1. Civil liability (e.g., legal action for breach of an employment contract, duty of confidentiality, or other contractual obligations);
2. Criminal liability (e.g., prosecution for unlawfully releasing information or using your disclosure against you in a prosecution, except for making a false disclosure); and
3. Administrative liability (e.g., disciplinary action related to making the disclosure)

No contractual or other remedies can be enforced or exercised against you based on your disclosure.

These protections do not provide immunity from any misconduct the whistleblower may have been involved in that is revealed by the disclosure.

10.0 False reports

Anyone who knowingly makes a false report of Reportable Conduct or fails to act honestly and with reasonable belief regarding the report may face disciplinary action. For employees, this could include dismissal. The specific disciplinary action or sanction will be determined based on the severity, nature, and circumstances of the false report.

11.0 Record keeping and accountability

The WIO will:

- Oversee and support the impartial investigation of Protected Disclosures
- Prepare and submit a quarterly summary report to the Simba Global Board and Chief Executive. This report will maintain confidentiality while providing statistics on:
 - The number of reports received each quarter.
 - The type of misconduct alleged, the seniority level of the alleged wrongdoer, and the perceived risk for each report.
 - The time taken to investigate each report.
 - The outcome of each investigation (whether the report was upheld or dismissed) and the nature of any actions taken (e.g., disciplinary measures)
- Regularly review the Whistleblower Register to ensure that proper procedures are followed.

12.0 Training and information

The Policy will be available on Simba Global's website at: <https://www.simbaglobal.com/> and within The Document Management System (Employment Hero).

All employees will receive regular training on this Policy, their rights and obligations as part of Simba Global's internal training program.

13.0 Monitoring and Review

This policy will be reviewed at least every three years.

Simba Global Board may, at their discretion, adjust or exclude specific requirements of this Policy, either generally or on a case-by-case basis.

This Policy may be amended, discontinued, or replaced by a resolution of the Simba Global Board.

Related policies and procedures

- Workplace Discrimination and Harassment Prevention Policy
- Privacy Policy
- Anti-Fraud and Corruption Policy and Procedure
- Employee Code of Conduct
- Supplier Manual

Version	Update	Approved
Version 1	First approved version of this document	January 2021
Version 2	Amendments to Whistleblower Protection Officers	March 2022
Version 3	Policy review and amendments to confidentiality and identity protection	August 2024