

## **WHISTLEBLOWER POLICY**

---

Milton Corporation Limited (Milton) is committed to the highest standards of professional conduct and ethical behaviour in all of our business activities promoting and supporting a culture of honest and ethical behaviour, corporate compliance and good corporate governance.

Milton's Whistleblower Policy has been developed with the aim to;

- Encourage reporting of any suspected unethical, illegal, fraudulent conduct;
- Inform whom to report to and how to report concerns confidentially without fear of intimidation or disadvantage or reprisal;
- Inform how Milton will investigate whistleblower reports.

This policy will be made available in the company's website [www.milton.com.au](http://www.milton.com.au).

### **Who does this policy apply to?**

This policy applies to all Eligible Whistleblowers listed below:

- Employees;
- Officers;
- Directors;
- Vendors/contractors who supply services or goods to Milton;
- Employees of Milton's vendors/contractors;
- Associates;
- Relatives, dependents, spouses or dependents of a spouse of any of the above.

### **What matters that should be reported under this policy?**

A 'Disclosable Matter' under this policy is where a person has reasonable grounds to suspect that the information he/she (the discloser) is disclosing concerns misconduct, or an improper state of affairs or circumstances, in relation to Milton or any of its subsidiaries. Disclosable Matters under this policy include;

- Dishonest behavior;
- Fraudulent activity;
- Unlawful, corrupt or irregular use of company funds;
- Unethical practices;
- Breach of internal policy, including Code of Conduct and Trading policy;
- Improper or misleading accounting or financial reporting;
- Unsafe work practices; or
- Any other activity that may cause loss or be detrimental to the interest of Milton.

Please note Disclosable Matters under this policy does not include 'personal work related grievances' such as interpersonal conflict, or grievances about any matter in relation to discloser's employment, or former employment, having implications for the discloser personally.

### **To whom can disclosures be reported to?**

Employee should first report any matter under this policy to their line manager, the Company Secretary or the Managing Director. Where it is not appropriate to report to any of the above persons, the employee may report directly to the Chairman of the Audit and Risk Committee or any member of the Audit and Risk Committee.

Non-employees may report directly to the Chairman of the Audit and Risk Committee or any member of the Audit and Risk Committee.

The board of Milton through the Audit and Risk Committee will be the ultimate decision making body in relation to whistleblower reports and investigations.

Eligible recipients of whistleblower information are;

- The Company Secretary;
- Managing Director;
- Chairman of Audit and Risk Committee or any member of the Audit and Risk Committee;
- Directors;
- Auditor or member of the audit team

### **Investigation**

The company secretary will carry out the initial review of the whistleblower disclosure report and in consultation with the Managing Director, assess and decide whether the matter involves reasonable grounds to conduct an investigation. Company Secretary will report to the Audit and Risk committee any whistleblower reports received under this policy and report to the committee any decisions made by management to investigate or reasons not to investigate.

If the matter is reported directly to the Chairman or a member of the Audit and Risk Committee, the committee will assess the matter and where necessary may engage an external investigator to conduct an investigation.

The discloser will be advised of the decision whether the matter disclosed will be investigated or not.

Where a decision is made to conduct an investigation, Milton will ensure a fair and independent process is followed and actioned in a timely manner. Where possible, the discloser will be kept informed of the progress and the outcome of the investigation.

On completion of the investigation, a report on findings of the investigation will be submitted to the Board via the Audit and Risk Committee. The information contained in the reports and provided by the whistleblower in the course of an investigation will be kept confidential, except as required by law where disclosure is necessary to regulatory authorities and law enforcement agencies.

### **Protection to whistleblowers**

Milton will take all reasonable steps to protect whistleblowers from any Detrimental Conduct against them.

All information received from the discloser will be treated as confidential.

If a person makes a disclosure under this policy, the following protections are available to eligible whistleblowers;

- The person is not subject to any civil, criminal or administrative liability (including disciplinary action) for making the disclosure; and
- No contractual or other remedy may be enforced, and no contractual or other rights may be exercised, against the person on the basis of the disclosure; and
- No other detrimental conduct against the discloser which includes (without limitation) any of the following;
  - Dismissal of employee;
  - Injury of an employee in his/her employment;
  - Alteration of an employee's position or duties to his/her disadvantage;
  - Discrimination between an employee and other employees of Milton;
  - Harassment or intimidation of a person;
  - Harm or injury to a person, including psychological harm;
  - Damage to a person's property or reputation;
  - Damage to a persons business or financial position;
  - Any other damage that constitutes retaliation.

### **Support for Persons Implicated**

No action will be taken against employees or officers against whom allegations have been made and reported under this policy until an investigation has determined whether those allegations can be substantiated.

An employee or officer against whom allegations have been made will be informed of the allegations and will be given the opportunity to respond to the allegations and provide additional information if relevant to assist the investigation.

### **Review of the policy**

This policy will be reviewed every two years to ensure the policy remains relevant and consistent with the legislative requirements.

### **Breach of Policy**

Any breach of this policy may be regarded as a serious misconduct, which may lead to disciplinary action (including termination of employment).

**Approved by :** The Board of Milton Corporation Limited

**Last Updated :** 28 November 2019