

M. WHISTLEBLOWER POLICY

1. Introduction and Purpose of Policy

Donaco International Limited (“Donaco” or “the Company”) is committed to the protection of eligible whistleblowers who report instances of suspected misconduct, or an improper state of affairs, involving any aspect of Donaco’s business activities.

Transparent whistleblower policies are essential to good risk management and corporate governance. They help uncover misconduct that may not otherwise be detected.

This Policy sets out the standards expected of everyone who performs work for and on behalf of Donaco, including Directors, employees, and contractors. It should be read together with the Director’s Code of Conduct, and the Company’s other Corporate Governance Policies.

2. Legislative Background

Part 9.4AAA of the Corporations Act 2001 (Cth) establishes a consolidated whistleblower protection regime for Australia’s corporate sector. This Policy has been developed to meet the Company’s obligations under that legislation.

3. Eligible Whistleblowers

Eligible whistleblowers are current or former:

- Officers and employees of Donaco;
- Suppliers and contractors to Donaco (and their employees); and
- a spouse, partner, relative or dependant of any of the above.

4. Reports that are Protected

Under this Policy, reports by an eligible whistleblower are protected where the whistleblower has reasonable grounds to suspect that the information concerns misconduct, or an improper state of affairs, for Donaco.

Misconduct includes fraud, negligence, default, breach of trust and breach of duty.

This includes offences against, or contraventions of, the following Commonwealth Government legislation:

- Corporations Act 2001;
- ASIC Act 2001;
- Banking Act 1959;
- Financial Sector (Collection of Data) Act 2001;
- Insurance Act 1973;
- Life Insurance Act 1995;
- National Consumer Credit Protection Act 2009;
- Superannuation Industry (Supervision) Act 1993.

It also includes information that:

- Constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more; or
- Represents a danger to the public, or the Australian financial system.

Conduct which is reportable under this Policy includes conduct which a whistleblower reasonably suspects is:

- corrupt, fraudulent or dishonest (including soliciting, offering or accepting bribes);
- illegal (including theft, drug crimes, violence or threatened violence and criminal damage to property);
- indicative of serious misconduct;
- the cause of financial or reputational loss to Donaco; or
- unsafe in Donaco's workplaces.

5. Reports that are Not Protected

This Policy does not apply to reports of personal work-related grievances. These are complaints that relate to the discloser's current or former employment, and have implications for the discloser personally, but do not have any other significant implications for Donaco. Examples include decisions about promotions, pay increases, bonuses, transfers, or disciplinary action; or interpersonal conflict between the discloser and another employee.

Whistleblowers should also ensure that they provide supporting information about their complaint to show that it comes within this policy. In practice, a mere allegation with no supporting information is not likely to be considered as having "reasonable grounds to suspect" misconduct. However, a whistleblower does not need to prove their allegations.

Under the Policy, Donaco discourages deliberately false reporting, which are allegations that the discloser knows to be untrue. This may result in disciplinary action.

6. How Whistleblowers can make a Report

In order to gain the protections under this Policy, a whistleblower may make a report to any of the following people:

- a) Any Director of Donaco;
- b) Chief Executive Officer;
- c) General Counsel & Company Secretary;
- d) Donaco's external auditor, Crowe Sydney; or
- e) Australian Securities and Investments Commission.

Reports should be submitted internally in the first instance (that is, to anyone in paragraphs (a) to (c) above). This is to ensure that Donaco is able to identify and correct misconduct as soon as possible.

Whistleblowers will also be protected under this Policy if they make a report to a legal practitioner for the purposes of obtaining legal advice or legal representation about the operation of the whistleblower provisions in the Corporations Act.

Wherever possible, a report should be made in writing, preferably via email, and should set out as much information as possible about the matter being reported, including:

- A description of the conduct that is being reported;
- The names of all persons involved;
- Dates when the conduct occurred;
- Location of where the conduct occurred and
- Contact details of any other persons who may be able to assist with an investigation of the matter that has been reported.

Report may be submitted anonymously, and the identity of whistleblowers will be protected as outlined in section 7 below. Anonymous reports may be made via an anonymous email address.

Note that whistleblowers are not protected against self-incrimination.

Reports will be investigated by the Board, overseen by the Chairman. In appropriate circumstances, reports may be referred to the Audit and Risk Management Committee, or to the Chief Executive Officer under the supervision of the Committee. Investigations will be carried out objectively and confidentially, and independently of line management.

The Audit and Risk Management Committee may work with law enforcement agencies and may, in appropriate circumstances, hand over the matter to third-party investigators, or other specialists.

Investigations will be documented, and the whistleblower will be kept informed periodically of progress. The findings of the investigation will also be communicated to the whistleblower.

Whistleblowers may make reports to other external bodies (journalists or parliamentarians) where: the report has previously been made to ASIC or another external regulatory body; the whistleblower informs Donaco that they intend to make an external report; and either:

- For a public interest report – 90 days has passed since the previous external report, and there are no reasonable grounds to believe action is being taken; or
- For an emergency report – there is an imminent risk of serious harm or danger to public health or safety or to the financial system.

7. Protection of Whistleblowers

Donaco will protect the workplace rights of eligible whistleblowers who make a report in good faith. If a whistleblower satisfies the relevant criteria under the Corporations Act, they are protected from:

- any retaliation for making the report;
- having civil or criminal action taken against them; and
- disclosure of their identity to parties outside the investigation, unless this is required by law.

It is illegal for a person to cause or threaten detriment to a whistleblower. Retaliation, intimidation or victimisation of a whistleblower who reports genuine concerns will not be tolerated and will result in disciplinary action, which may include termination of employment. Examples of prohibited conduct include dismissal of a whistleblower, or damage to the whistleblower's reputation.

Further, the Corporations Act provides that whistleblowers may also be eligible to receive compensation or other civil remedies, which may be used if any form of retaliation has been taken against them.

On the other hand, if a report is made in bad faith (for example, false information provided as an act of revenge), appropriate disciplinary action will be taken.

The person who receives the report generally must not reveal the whistleblower's identity to any other person without consent. Other information about the report can be passed on, if reasonably necessary for the investigation, and reasonable steps are taken to reduce risk of identification.

Confidentiality of whistleblowers will be protected by the use of pseudonyms and the redaction of personally identifying information during the course of the investigation. Records and information relating to the investigation will be stored securely.

Complaints about any breach of confidentiality or other detriment experienced by a whistleblower may be made directly to any Director of Donaco, and will be investigated by someone not involved in the original investigation.

8. Availability and Monitoring of this Policy

This Policy has been reviewed by the Board and senior management of Donaco. It will be published in the "Corporate Governance Policies" section of the Company's website.

The Board, via the Audit and Risk Management Committee, will monitor the ongoing implementation and effectiveness of this policy.