

## Whistle-blower Protection Policy

### 1 . Introduction

#### 1.1 Commitment

This Whistle-blower Protection Policy (Policy) has been adopted by the Board to ensure concerns regarding unacceptable conduct including breaches of the Company's Code of Conduct can be raised on a confidential basis, without fear of reprisal, dismissal, or discriminatory treatment. The Company is committed to creating and maintaining a culture of corporate compliance and ethical behaviour in which employees are responsible and accountable and behave with honesty and integrity.

#### 1.2 Purpose of this Policy

The purpose of this Policy is to promote responsible whistle blowing about issues where the interests of others, including the public, or the organisation itself are at risk and to set out the requirements for the management and investigation of any reports of improper conduct.

#### 1.3 Who is covered by this Policy?

This Policy applies to the Company's current or former, Directors and employees, the Company's contractors (including subcontractors) and employees of the Company's contractors, joint venture partners (who have agreed to be bound by the Policy) and suppliers (each a Company Person).

This policy is available to officers and employees of the Company at [www.schrole.edu.au](http://www.schrole.edu.au) and can also be obtained from an Authorised Officer.

### 2 . Conduct covered by this Policy

Company Persons are encouraged to report any conduct (whether actual or potential) which:

- (a) represents a danger to the public.
- (b) breaches any internal policy or code of the Group.
- (c) constitutes dishonest, fraudulent, illegal or corrupt activity, including bribery.
- (d) constitutes theft, drug distribution, sale or use, violence, assault, intimidation, criminal damage to property.
- (e) constitutes harassment, discrimination, victimisation or bullying.
- (f) is potentially damaging to the Group, its employees or a third party such as unsafe work practices, environmental damage, health risks or abuse of the Group's property or resources.
- (g) may cause the Group financial loss, damage its reputation or be otherwise detrimental to the Group's interests.

Code	1013	Version	V01.2	Date Amended	Feb 2022	Next Revision Date	Feb 2023	Page 1 of 7
Title	Whistle-blower Protection Policy			Document Controller	Chief Financial Officer			

- (h) causes, or threatens to cause, Detriment to anyone because that person knows, believes, or suspects that a Report has been, or might be, made under this Policy; or
- (i) indicates any other misconduct or an improper situation or circumstances in relation to a Group company.

### 3. Reporting and investigating unacceptable conduct

#### 3.1 Reporting of Unacceptable Conduct

If a Company Person suspects that unacceptable conduct listed in Section 2 has occurred, then they should contact one of the Authorised Officers listed in Schedule 1.

A Company Person can make a report by calling or emailing the Authorised Officers pursuant to the contact details listed in Schedule 1.

In the event the report is in respect of the persons named above, the report should be made to the Board by email at [scarmichael@ventnorcapital.com](mailto:scarmichael@ventnorcapital.com)

The Company Person making the complaint will have the option of either:

- (a) identifying themselves; or
- (b) remaining anonymous.

For unacceptable conduct to be investigated, the Authorised Officer will require sufficient information to form a reasonable basis for investigation. For this reason, Company Person's should provide as much information as possible, in any form, about the alleged unacceptable conduct.

This could include:

- (a) the date, time, and location.
- (b) the name(s) of person(s) involved and possible witnesses.
- (c) evidence of the events (e.g., documents, emails); and
- (d) steps the Company Person may have already taken to report the matter or resolve the concern.

#### 3.2. Investigation

Upon receiving a complaint, the Authorised Officer will determine who will investigate the matter. They cannot appoint anyone implicated directly or indirectly in the complaint.

The investigation must be conducted:

- (a) as soon as possible after the initial complaint is reported.
- (b) through the best endeavours of the Authorised Officer, in a timely, thorough, confidential, objective, and fair manner.

Code	1013	Version	V01.2	Date Amended	Feb 2022	Next Revision Date	Feb 2023	Page 2 of 7
Title	Whistle-blower Protection Policy			Document Controller	Chief Financial Officer			

- (c) as is reasonable and appropriate having regard to the nature of the unacceptable conduct and all the circumstances.

Where appropriate the Authorised Officer will update the Company Person on the progress of the investigation. Company Persons must keep confidential any details of the investigation, its progress, or its outcome.

An internal report on the outcome of the investigation, including any recommended actions, will be prepared by the Authorised Officer.

The Company person will be informed of the outcome unless they have remained anonymous.

### 3.4. Outcome

The outcome of the investigation may result in disciplinary action including but not limited to dismissal. Serious criminal matters will be reported to the police or the appropriate regulatory authorities.

The Authorised Person cannot be subject to legal liability for the report they produce.

### 3.5 Escalation

If the Company Person is dissatisfied with the outcome of the investigation, they can escalate their matter to:

- (d) the Board; or
- (e) ASIC's Office of the Whistle-blower.

## 4. Protecting confidentiality and privacy

### 4.1 Confidentiality

If a Company Person makes a report of unacceptable conduct under this Policy, and the Company is aware of that person's identity, the Company will make every reasonable endeavour to ensure that person's identity is protected from disclosure. The Company will not disclose the Company Person's identity unless:

- (a) the Company Person making the report consents to the disclosure.
- (b) the disclosure is required by law.
- (c) the disclosure is necessary to prevent or lessen a serious threat to a person's health or safety; or
- (d) it is necessary to protect or enforce the Company's legal rights or interests or to defend any claims.

### 4.2 Protecting the Company Person

Company Persons who make complaints in good faith and who have not themselves engaged in improper conduct will not be personally disadvantaged by:

Code	1013	Version	V01.2	Date Amended	Feb 2022	Next Revision Date	Feb 2023	Page 3 of 7
Title	Whistle-blower Protection Policy			Document Controller	Chief Financial Officer			

- (a) dismissal.
- (b) demotion.
- (c) any form of harassment.
- (d) discrimination; or
- (e) current or future bias.

However, disciplinary action may be taken against an individual making malicious or vexatious allegations.

The Company will take any action it considers necessary to protect the Company Persons and preserve the integrity of the investigation.

Note the Company has no power to offer any person immunity against prosecution in the criminal jurisdiction.

## *5. General reporting on Whistle-blower activity*

The Company Secretary will prepare reports which contain a general summary of the number and type of incidents identified or complaints received through the Company's internal reporting processes, together with a description of the nature and results of any investigation conducted because of a reported incident or complaint.

These reports will be provided:

- (a) to the Board at the end of any month where a report has been received by the Authorised Person from the Company Person (or at a frequency to be determined by Board from time to time); and
- (b) to the Audit and Risk Committee (or the Board until such time that the Audit and Risk Committee is established by the Board).

## *6. Training*

The Company's expectations in relation to the reporting of improper conduct are outlined as part of the new employee induction program and as part of ongoing training and awareness programs.

The Company will also provide training to the Authorised Officers to ensure they follow this Policy in responding to Complaints.

## *7. Welfare of Company Persons*

The Authorised Officer will take reasonable steps to maintain processes to monitor the welfare of Company Persons who have made complaints under this Policy to ensure the effectiveness of the protections under the Policy.

Code	1013	Version	V01.2	Date Amended	Feb 2022	Next Revision Date	Feb 2023	Page 4 of 7
Title	Whistle-blower Protection Policy			Document Controller	Chief Financial Officer			

## 8. Consequences of non-compliance

A breach of this Policy may result in prison time, significant fines under the Corporations Act and disciplinary action.

## 9. Review of this Policy

The Company Secretary will use the reports provided under this Policy to monitor and regularly review the effectiveness of the whistle-blower protection program described in this Policy.

The Board is responsible for reviewing this Policy to determine its appropriateness to the needs of the Company from time to time.

This Policy may be amended by resolution of the Board.

## 10. Who to contact

Any questions relating to the interpretation of this Policy should be forwarded to the Company Secretary at [bdonovan@ventnorcapital.com](mailto:bdonovan@ventnorcapital.com)

## 11. Glossary

**ASX** means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).

**Authorised Officer** means a person listed in Schedule 1 or any other person appointed by the Board from time to time.

**Board** means the Company's board of directors.

**Chairman** means the person appointed as the chairman of the Board from time to time.

**Company Secretary** means the person appointed as the company secretary of the Company from time to time.

**Director** means the persons appointed as directors of the Company from time to time.

**Company** means Schrole Group Ltd.

**Company Person** means the Group's Directors and employees, the Group's contractors (including subcontractors) and employees of the Group's contractors, joint venture partners and suppliers.

**Detriment** includes (without limitation):

- (a) dismissal.
- (b) injury of an employee in his or her employment.
- (c) alteration of an employee's position or duties to his or her disadvantage.

Code	1013	Version	V01.2	Date Amended	Feb 2022	Next Revision Date	Feb 2023	Page 5 of 7
Title	Whistle-blower Protection Policy			Document Controller	Chief Financial Officer			

- (d) discrimination between an employee and other employees of the same employer.
- (e) harassment or intimidation.
- (f) harm or injury (including psychological harm).
- (g) damage to a person's property; and
- (h) reputational, financial or any other damage to a person.

**Group** means the Company and each entity it controls.

**Policy** means this document or any amending or replacement document.

Code	1013	Version	V01.2	Date Amended	Feb 2022	Next Revision Date	Feb 2023	Page 6 of 7
Title	Whistle-blower Protection Policy			Document Controller	Chief Financial Officer			

### Schedule 1 - Authorised Officers

Name	Position	Contact Details
Stuart Carmichael	Non-Executive Chairman	scarmichael@ventnorcapital.com