

# Whistleblower Protection Policy

## Introduction

This Whistleblower Protection Policy (**Policy**) is designed to improve transparency and accountability of Kiland Limited (Kiland' or 'the Company'). A Whistleblower Protection Policy is essential to good risk management and corporate governance.

Kiland Limited has a strong commitment to building a culture that reflects sound governance and promotes ethical behaviour in the detection and management of fraudulent, corrupt or improper conduct.

This Whistleblower Protection Policy (**Policy**) reflects the transparency and accountability of Kiland. A Whistleblower Protection Policy is essential to good risk management and corporate governance.

Whistleblowers are brave people who expose wrongdoing to hold organisations accountable and prevent wrongdoing. Whistleblowers must be protected, not punished and prosecuted. An organisation has a positive duty to all employees to protect whistleblowers.

This Policy is supported by:

- The establishment of a whistleblower protection authority to oversee and enforce federal whistleblowing laws and provide practical assistance to whistleblowers.
- A comprehensive law covering all private sector whistleblowers.
- Improved remedies for whistleblowers who suffer detriment.
- Streamlined provisions for when internal disclosures fail, and a whistleblower needs to go public via a journalist or member of parliament.

## Purpose

The purpose of this Policy is to:

- provide protections for individuals who disclose wrongdoing;
- reflect the culture of the Company and provide transparency in how the Company will handle disclosures of wrongdoing;
- encourage disclosures of any wrongdoing; and
- deter wrongdoing, promote compliance with the law and promote an ethical culture.

This Policy is supported by the Australian Federal Government establishing:

- A whistleblower protection authority by the Australian Federal Government to oversee and enforce federal whistleblowing laws and provide practical assistance to whistleblowers.
- A comprehensive law covering all private sector whistleblowers.
- Improved remedies for whistleblowers who suffer detriment.

This Policy aims to help uncover misconduct that may not otherwise be detected.

## Whistleblower Policy

Kiland encourages Whistleblowers to speak up without fear of intimidation or reprisal in relation to conduct that does not align with Kiland' corporate policies or the law.

Whistleblowing ensures that corporate entities and organisations are held to account and operate within the confines of the law. Whistleblowers perform a vital role in the community in exposing fraud, corruption and other misconduct. It is therefore necessary to protect Whistleblowers and promote open, transparent and accountable practices within the public and private sectors.

A Whistleblower cannot be subject to any civil, criminal or administrative liability (including disciplinary action) for making a protected disclosure.

A Whistleblower cannot be subjected to any detriment or a threat of detriment because they made, or are believed to have made, a protected disclosure.

The Company has a legal obligation to protect the confidentiality of a discloser's identity. This Policy provides protection by establishing a mechanism for concerns to be raised on a confidential basis. Subject to compliance with legal requirements, Kiland will only share a Whistleblowers identity with their consent or with relevant regulatory or law enforcement authorities, thus allowing anonymous disclosures with civil and criminal penalties for disclosing a Whistleblower's identity (without consent) or victimising a Whistleblower.

The Policy complies with the amendments to the *Corporations Act 2001* (Cth) (Corporations Act) and the *Taxation Administration Act 1953* (Cth) (Tax Act) that are effective from 1 July 2019.

### **Who can be a Whistleblower**

A Whistleblower (**Whistleblower**) is any individual who is either a current or *former* officer and director, employee, contractor, supplier, unpaid worker, or relative, dependent or spouse of any officer, employee, contractor and supplier, who reports misconduct or dishonest or illegal activity that has occurred within that organisation.

### **What it means to 'blow the whistle' and the importance of 'speak up culture'**

To "blow the whistle" means revealing information about someone or a group of people who have: -

- acted illegally.
- misused Company assets or resources.
- gained from their position in the Company.
- falsified records.
- risked public health, safety or the environment; or
- acted in a manner that is regarded as misconduct or an improper state of affairs or circumstances in relation to the Company, and not just alleged breaches of the *Corporations Act*.

A 'speak-up' culture in the workplace values and encourages employees to feel comfortable discussing positive and negative behaviour without fear of retaliation or any other kind of harm resulting from speaking up. A *speak-up culture* is the product of a company that operates in a fully transparent, ethical, and accountable manner.

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### 1. What to report

You are encouraged to speak up about any misconduct, anything that may be illegal or unethical, any safety issues, or any breach of the Company's Code of Conduct (a **Disclosable Matter**), including:

- dishonest, fraudulent or corrupt activity, including insider trading
- illegal activity, including breach of laws or regulations, criminal activity including theft, or offering or accepting a bribe;
- dishonest or unethical behaviour
- breach of Kiland's governance and operating policies including Code of Conduct and Securities Trading Policy.
- conflicts of interest.
- bias or nepotism.
- conduct or practices that present a real risk of damage or harm to Kiland and its people or third parties (such as unsafe work practices, environmental damage, health risks or abuse of Kiland's property or resources).
- conduct or practices that may cause financial loss to Kiland or damage Kiland's reputation or be otherwise detrimental to Kiland's interests.
- harassment, discrimination, victimisation or bullying (including against anyone voicing a Disclosable Matter under this policy).
- a breach of any Australian law, including a breach of the *Corporations Act 2001* (Cth).
- a breach of any Australian tax law or misconduct in relation to Kiland's tax affairs (a **Tax Matter**);  
or
- any other improper action or behaviour.

### Personal work-related grievances

Disclosures that relate solely to personal work-related grievances, and that do not relate to detriment or threat of detriment to a Whistleblower, do not qualify for protection under the Corporations Act.

Examples of a personal work-related grievance includes:

- an interpersonal conflict between a Whistleblower and another employee.
- a decision that does not involve a breach of workplace laws.
- a decision about the engagement, transfer or promotion of a Whistleblower.
- a decision about the terms and conditions of engagement of a Whistleblower; or
- a decision to suspend or terminate the engagement of a Whistleblower, or otherwise to discipline a Whistleblower.

A personal work-related grievance may still qualify for protection if:

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- it includes information about misconduct, or information about misconduct includes or is accompanied by a personal work-related grievance (mixed report).
- the entity has breached employment or other laws punishable by imprisonment for a period of 12 months or more, engaged in conduct that represents a danger to the public, or the disclosure relates to information that suggests misconduct beyond a Whistleblower's personal circumstances.
- a Whistleblower suffers from or is threatened with detriment for making a disclosure; or
- a Whistleblower seeks legal advice or legal representation about the operation of whistleblower protection under the Corporations Act.

Employees are encouraged to seek legal advice about their rights and protections under employment or contract law, and to resolve their personal work-related grievance.

### 2. Who to report to

Disclosures can be made to:

- Compliance Officer: Andrew Metcalfe (email [andrew@accosec.com](mailto:andrew@accosec.com))
- Alternate Compliance Officer: James Davies (email [jd@tianxia.investments](mailto:jd@tianxia.investments))

A whistleblower can contact a compliance officer to obtain additional information before making a disclosure.

It is important to note that under the Corporations Act, the whistleblower may also raise the matter with an "officer" or "senior manager" of the company. These are defined in the Corporations Act as "a director, or a senior manager in the company who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the company, or who has the capacity to affect significantly the company's financial standing."

Those not wanting to reveal their identity can make an anonymous report. However, providing the whistleblower's name when reporting wrongdoing will make it easier for Kiland Ltd to investigate the concern raised. For example, the context in which wrongdoing was observed is likely to be useful information. Employees and others who report wrongdoing are protected by Kiland Ltd, including maintaining confidentiality of the reports and the identity of the whistleblower.

Where no name is provided, Kiland Ltd will assess the disclosure in the same way as if identity had been revealed, and any investigation will be conducted as best as possible in the circumstances. However, an investigation might not be possible unless sufficient information is provided.

Employees and stakeholders disclosing wrongdoing will be protected and the investigation will be conducted in accordance with the principles of fairness and natural justice.

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### Responsibility for Policy Compliance and Review

The Compliance Officer for Kiland Ltd is responsible for:

- the overall administration of this Policy;
- monitoring the implementation of this Policy and reviewing on an ongoing basis the Policy's suitability and effectiveness.
- seeking to protect the whistleblower from Detrimental Conduct;
- assisting the whistleblower in maintaining wellbeing;
- maintaining whistleblower confidentiality, where relevant, including as required by law;
- reviewing and considering any complaints of Detrimental Conduct or any concern that disclosure has not been dealt with in accordance with this policy.

### 3. Protecting a whistleblower's identity

When reporting wrongdoing, the reporter's identity, and any information that Kiland Ltd has as a result of the report that is likely to lead to identification, will only be disclosed if:

- the person reporting gives consent for Kiland Ltd to disclose that information;
- Kiland considers such disclosure should be made to:
  - (i) Australian Securities & Investments Commission (ASIC), the Australian Federal Police (AFP) or (for tax-related reports) the Commissioner of Taxation;
  - (ii) a Commonwealth authority or a State or Territory authority for the purpose of assisting the authority perform its functions or duties;
  - (iii) a lawyer, for legal advice or representation in relation to whistleblower laws; or
- in the case of information likely to identify the person reporting, it is reasonably necessary to disclose the information for the purposes of an investigation, and all reasonable steps are taken to prevent someone from discovering the reporter's identity.

### Detrimental Conduct Prohibited

Kiland Ltd strictly prohibits all forms of Detrimental Conduct against whistleblowers. Detrimental Conduct means any actual or threatened conduct that could cause detriment to the whistleblower as a result of the whistleblower making a disclosure, including:

- termination of employment;
- harassment, bullying or intimidation;
- personal or financial disadvantage;
- unlawful discrimination;

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- harm or injury, including psychological harm;
- damage to reputation; or
- any other conduct that constitutes retaliation.

Kiland Ltd will take all reasonable steps to protect the whistleblower from Detrimental Conduct and will take action it considers appropriate where such conduct is identified.

Kiland Ltd also strictly prohibits all forms of Detrimental Conduct against people who are involved in an investigation of a disclosure in response to their involvement in that investigation.

### 4. Specific protection and remedies

The Australian law provides protections if a “protected disclosure” is made, including that:

- the discloser is not subject to any civil, criminal or administrative liability for making the disclosure (other than for making a false disclosure);
- no contractual or other remedy may be enforced or exercised against the discloser the basis of the disclosure; and
- in some Ltd circumstances (e.g. if the disclosure has been made to a regulator such as ASIC), the information provided may not be admissible in evidence against a discloser in criminal proceedings or in proceedings for the imposition of a penalty, other than proceedings in respect of the falsity of the information.

Except as provided in paragraph (c) above, the protections under Australian law do not grant immunity for any misconduct a discloser has engaged in that is revealed in their disclosure.

Compensation and other remedies may also be available through the courts for loss, damage or injury suffered because of a disclosure or if Kiland Ltd failed to take reasonable precautions and exercise due diligence to prevent detrimental conduct.

### Investigations

Whistleblower disclosures made under this Policy will be documented and investigated promptly.

Kiland Ltd takes all reports of potential wrongdoing seriously. All reports will be assessed and based on the nature and circumstances of the disclosure; a decision is made as to whether an investigation is required. For example, reports of potential wrongdoing of a minor nature that can be resolved informally, will typically not require the same level of response as disclosures involving a large-scale and complex investigation. Any investigation will be conducted in a timely, fair and objective manner, and independent from any person to whom the report relates. Investigations will generally be overseen by the Compliance Officer. Other people, including employees or external advisers, may also be asked to assist or run the investigation. Where

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possible, the person reporting the wrongdoing will be informed how Kiland Ltd is responding to their report, including whether an investigation will be conducted.

Unless there are confidentiality or other reasons not to do so, employees who are the subject of a report of wrongdoing will be informed of the matters raised in the report at an appropriate time and will be given a chance to respond to any allegations made against them. They will also be advised of the outcome of any investigation.

### 5. Special protections under Part 9.4AAA of the Corporations Act 2001 (Cth)

The Corporations Act gives special protection to disclosures about any misconduct or improper state of affairs relating to Kiland Ltd if the following conditions are satisfied:

- the whistleblower is or has been:
  - (i) an officer or employee of Kiland Ltd;
  - (ii) an individual who supplies goods or services to Kiland Ltd or an employee of a person who supplies goods or services to Kiland Ltd;
  - (iii) an individual who is an associate of Kiland Ltd; or
  - (iv) a relative, dependent or dependent of the spouse of any individual referred to above;
- the report is made to:
  - (i) a Compliance Officer;
  - (ii) an officer or senior manager of Kiland Ltd;
  - (iii) ASIC;
  - (iv) APRA; or
  - (v) a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the Corporations Act;
- the whistleblower has reasonable grounds to suspect that the information being disclosed concerns misconduct, or an improper state of affairs or circumstances in relation to Kiland Ltd. This may include a breach of legislation including the Corporations Act, an offence against the Commonwealth punishable by imprisonment for 12 months or more or conduct that represents a danger to the public or financial system.

### Examples

Examples of conduct which may amount to a breach of the Corporations Act include: insider trading, insolvent trading, breach of the continuous disclosure rules, failure to keep accurate financial records, falsification of accounts, failure of a director or other officer to act with the care and diligence that a reasonable person would exercise, or to act in good faith in the best

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interests of the corporation, or failure of a director to give notice of any material personal interest in a matter relating to the affairs of the company.

- the whistleblower is immune from any civil, criminal or administrative legal action (including disciplinary action) for making the disclosure;
- no contractual or other remedies may be enforced, and no contractual or other right may be exercised against the whistleblower for making the report;
- in some circumstances, the reported information is not admissible against the whistleblower in criminal proceedings or in proceedings for the imposition of a penalty; Such as where the disclosure has been made to ASIC or APRA, or where the disclosure qualifies as a public interest or emergency disclosure
- anyone who causes or threatens to cause detriment to a whistleblower or another person in the belief or suspicion that a report has been made, may have been made, proposes to be made or could be made, may be guilty of an offence and may be liable for damages;
- a whistleblower's identity cannot be disclosed to a Court or tribunal except where considered necessary; and
- the person receiving the report commits an offence if they disclose the substance of the report or the whistleblower's identity, without the whistleblower's consent, to anyone except ASIC, APRA, the AFP or a lawyer for the purpose of obtaining legal advice or representation in relation to the report.

### Confidentiality

If a report is made, the identity of the discloser must be kept confidential unless one of the following exceptions applies:

- (a) the discloser consents to the disclosure of their identity;
- (b) disclosure of details that might reveal the discloser's identity is reasonably necessary for the effective investigation of the matter;
- (c) the concern is reported to ASIC, APRA, or the AFP; or
- (d) the concern is raised with a lawyer for the purpose of obtaining legal advice or representation.

## 6. Special Protections under the Taxation Administration Act

The Taxation Administration Act gives special protection to disclosures about a breach of any Australian tax law by Kiland Ltd or misconduct in relation to Kiland Ltd's tax affairs if the following conditions are satisfied:

- the whistleblower is or has been:
  - (i) an officer or employee of Kiland Ltd;



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- (ii) an individual who supplies goods or services to Kiland Ltd or an employee of a person who supplies goods or services to Kiland Ltd company;
- (iii) an individual who is an associate of Kiland Ltd; or
- (iv) a relative, dependent or dependent of the spouse of any individual referred to above;
- the report is made to:
  - (i) a Compliance Officer;
  - (ii) a director, secretary or senior manager of Kiland Ltd;
  - (iii) any Kiland Ltd external auditor;
  - (iv) a registered tax agent or BAS agent who provides tax or BAS services to Kiland Ltd;
  - (v) any other employee or officer of Kiland Ltd who has functions or duties relating to tax affairs of the company (e.g. an internal accountant);
  - (vi) the Commissioner of Taxation; or
- (vii) a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the Taxation Administration Act; and
- if the report is made to a Kiland Limited recipient, the whistleblower:
  - (i) has reasonable grounds to suspect that the information indicates misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of Kiland Ltd or an associate of that company; and
  - (ii) considers that the information may assist Kiland's recipient to perform functions or duties in relation to the tax affairs of Kiland Ltd or an associate of the company;
- if the report is made to the Commissioner of Taxation, the whistleblower considers that the information may assist the Kiland Ltd recipient to perform functions or duties in relation to the tax affairs of Kiland Ltd or an associate of the company.

The protections given by the Taxation Administration Act when these conditions are met are:

- the whistleblower is immune from any civil, criminal or administrative legal action (including disciplinary action) for making the disclosure;
- no contractual or other remedies may be enforced, and no contractual or other right may be exercised against the whistleblower for making the report;
- where the disclosure was made to the Commissioner of Taxation, the reported information is not admissible against the whistleblower in criminal proceedings or in proceedings for the imposition of a penalty, except where the proceedings are concerned with whether the information is false;

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- unless the whistleblower has acted unreasonably, a whistleblower cannot be ordered to pay costs in any legal proceedings in relation to a report;
- anyone who causes or threatens to cause detriment to a whistleblower or another person in the belief or suspicion that a report has been made, or may have been made, proposes to or could be made, may be guilty of an offence and liable to pay damages;
- a whistleblower's identity cannot be disclosed to a Court or tribunal except where considered necessary and
- the person receiving the report commits an offence if they disclose the substance of the report or the whistleblower's identity, without the whistleblower's consent, to anyone except the Commissioner of Taxation, the AFP or a lawyer for the purpose of obtaining legal advice or representation in relation to the report

### Confidentiality

If a report is made, the identity of the discloser will be kept confidential unless one of the following exceptions applies:

- the discloser consents to the disclosure of their identity;
- disclosure of details that might reveal their identity is reasonably necessary for the effective investigation of the allegation
- the concern is reported to the Commissioner of Taxation or the AFP; or
- the concern is raised with a lawyer for the purpose obtaining legal advice or representation.

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This policy is available on the website of Kiland Ltd. It is reviewed annually and was last reviewed in September 2023.

Approved by the Board in August 2024