



Whistleblower Protection Policy

December 2019

A. PURPOSE

Consistent with our core values of integrity and excellence, our Whistleblower Protections Policy (this “**Policy**”) has been put in place to enable employees and other eligible persons to raise reasonable concerns regarding illegal or improper conduct in relation to Pengana, without fear of reprisal or detrimental treatment.

Pengana relies on its employees to help maintain and grow its culture of honest and ethical behaviour. You are therefore strongly encouraged to speak up if you observe or suspect misconduct in relation to Pengana, its officers or employees.

This Policy explains how you can report such concerns, how you will be protected, how your concerns will be investigated and generally what you can expect.

The whistleblowing processes and protections set forth in this Policy are provided by the following entities:

- Pengana Capital Group Limited (“**PCG**”);
- Pengana Holdings Pty Ltd (“**PHL**”)
- Pengana Investment Management Limited (“**PIML**”);
- Pengana Capital Limited (“**PCL**”); and
- Pengana International Equities Limited (“**PIA**”)

(“**Pengana**”, “**we**”, “**us**” or “**our**”).

B. WHO IS ELIGIBLE TO MAKE A REPORT UNDER THIS POLICY?

In order to be eligible to make a report under this Policy, you must be:

- a current or former employee of Pengana;
- an officer (i.e. director or company secretary) of Pengana;
- a contractor or supplier (including employees of a contractor or supplier), who has supplied paid or unpaid goods or services to Pengana;
- an individual who is an associate of Pengana; or
- a spouse, relative or dependent of one the above or a dependent of the spouse of one of the above.

C. WHAT MATTERS SHOULD BE REPORTED UNDER THIS POLICY?

- (a) Reportable conduct

You should only make a report in accordance with this Policy if you have **reasonable grounds** to suspect **misconduct** or an **improper state of affairs or circumstances**, in relation to Pengana, or an officer or member of staff of Pengana. This includes conduct that:

- gives rise to a breach of the Corporations Act 2001 or the Australian Securities and Investments Commission Act 2001;
- constitutes an offence against any law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more;
- breaches PCG's Personal Trading Policy, PIA's Personal Trading Policy, the Securities Trading Policy for PIML as the Responsible Entity for PE1 or any of Pengana's other policies;
- gives rise to an undisclosed conflict of interest;
- is a disclosure or misappropriation of confidential information;
- is dishonest or illegal, for example fraud, money laundering, misappropriation of funds, theft, bribery or corruption;
- involves misleading or deceptive conduct;
- involves a breach of trust or a breach of duty;
- involves improper or misleading accounting or financial reporting practices;
- poses a serious risk to the health and safety of any person at the workplace;
- suggests an improper state of affairs or circumstances in relation to Pengana generally, including its tax affairs;
- poses a danger to the public or financial system; or
- potentially breaches human rights standards.

Reportable conduct also includes any conduct which comprises retaliation against any person who raises concerns of reportable conduct under this Policy or against anyone who helps address a concern raised.

Reportable conduct does not need to be conduct that involves a contravention of a particular law.

(b) Reasonable grounds

When making a report, you will be expected to have **reasonable grounds** to suspect that the information you are disclosing is true. You will not be penalised if the information turns out to be incorrect.

However, you must not make a report which you **know** is untrue or is misleading. Such reports will not be protected under this Policy.

(c) Exclusions

Disclosures that are not about reportable conduct do not qualify for protection under this Policy.

a. Personal work-related grievances

Reports that relate solely to personal work-related grievances are not protected under this Policy. Such matters should be reported to your line manager or to Pengana's Human Resources Manager. Generally, a personal work-related grievance will include:

- an interpersonal conflict between you and another employee;
- a decision relating to your employment, engagement, transfer or promotion;
- a decision relating to the terms and conditions of your employment or engagement;
- a decision to suspend or terminate your employment or engagement, or otherwise to discipline you.

However, a personal work-related grievance may still qualify for protection if:

- it includes information about misconduct;
- Pengana has breached employment or other laws punishable by imprisonment for a period of 12 months or more or engaged in conduct that represents a danger to the public; or
- you suffer from or are threatened with detriment for making a report under this Policy.

b. Customer complaints

Customer complaints regarding financial products or services offered or provided by Pengana should, in the first instance, be reported to Pengana's Complaints Officer under Pengana's Complaints & Dispute Resolution Policy. If the complaint includes information about misconduct, the complaint may also qualify for protection under this Policy.

D. WHO CAN RECEIVE A REPORT UNDER THIS POLICY

The whistleblowing protections will protect you if you make a report under this Policy to any of the persons set forth below:

(a) Pengana

We encourage you to make a report to Pengana in the first instance so that Pengana can identify and address any wrongdoing as early as possible. Reports to Pengana should be made to the following:

a. Appointed Whistleblower Recipients ("**AWRs**")

We encourage you to make your report to Pengana's AWRs, namely:

- Pengana's Head of Operations; or
- Pengana's General Counsel

Refer to Appendix A for details.

b. Other Eligible Recipients ("**OER**")

You will also be protected under this Policy if you make a report to an officer (director or company secretary), auditor (PricewaterhouseCoopers ("**PwC**")) or Pengana's Chief Financial Officer.

Refer to Appendix A for details.

Reports under this section of the Policy may be made in person (during business hours) or at any time (including outside of business hours) by using the email and/or telephone numbers provided in Appendix A. **When making a report you should make it clear that you wish to make the report under this Policy.**

(b) Whistleblower STOPline

STOPline is a confidential, independent provider of whistleblowing services who will take full details of your concerns via telephone, mail, email or the specifically created website.

Phone: 1300 30 45 50

Website & Online Reporting Form: <https://pengana.stoplinereport.com/>

Email: pengana@stopline.com.au

In writing: Pengana c/o The STOPline, Locked Bag 8, HAWTHORN VIC 3122

Stopline will review reports and direct those that require further investigation to the Whistleblower Investigations Officer (**WIO**) which is the General Counsel or Head of Operations of Pengana.

If the Whistleblower wishes to remain anonymous, he or she may do so.

(c) Regulator

You have the right to communicate with regulators (e.g. ASIC through ASIC's online misconduct reporting form or by writing to ASIC) and law enforcement authorities, at any time in relation to your concerns or any matter relating to this Policy.

(d) Legal practitioners

Nothing in this Policy limits your right to make a disclosure to a legal practitioner for the purposes of obtaining legal advice as to whether and what protections may apply to you under this Policy.

(e) Journalists and members of Commonwealth, state or territory parliaments

In specified circumstances 'public interest disclosures' or 'emergency disclosures' may also be made to a member of parliament or a journalist. Such disclosures will be protected only if they:

- have already been made to ASIC or APRA (or another prescribed body);
- if it is a 'public interest disclosure', 90 days have passed since the disclosure to ASIC or APRA (or other prescribed body) was made, you have reasonable grounds to believe that no action is being or has been taken to address the matter and you have reasonable grounds to believe that making a further disclosure is in the public interest;
- if it is an 'emergency disclosure' you have reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of one or more persons or to the natural environment; and
- you have provided the original recipient written notice of your intention to make an emergency or public interest disclosure.

E. PROTECTIONS FOR WHISTLEBLOWERS

(a) Whistleblower Protections Officer ("WPO")

Reports made under this Policy will be referred to Pengana's WPO (Pengana's Chief Financial Officer). However, if the report concerns Pengana's Chief Financial Officer, then the report will be referred to Pengana's Chief Executive Officer. The WPOs are individuals within Pengana who have specific responsibilities including:

- protecting you from detrimental conduct if you make a report under this Policy;
- ensuring that any investigations are conducted in accordance with this Policy;
- updating you on progress and details of the outcome of the assessment and any investigation to the fullest extent possible;
- reviewing and considering any complaints of detrimental conduct or any concern that your report has not been dealt with in accordance with this Policy.

(b) Anonymity, confidentiality and consent

You are not required to identify yourself when making a report under this Policy. However, please note that this may impact our ability to properly investigate your report.

When you make a report to Pengana under this Policy, Pengana will seek your consent in relation to how you would prefer information about your identity, including any information that is likely to identify you, to be handled. You can select one of three options for protecting your identity:

Anonymous - this means you haven't told Pengana, who you are. You can choose to remain anonymous while making a disclosure, over the course of the investigation and after the investigation is finalised. This is the least preferred option because Pengana won't be able to seek further information from you, update you, and in some circumstances, it could be difficult to investigate the matter fully or even at all. If you wish to remain anonymous, you should maintain ongoing two-way communication with Pengana, so Pengana can ask follow-up questions or provide feedback.

Partially Anonymous - this means that you have consented to only the recipient of your report, knowing your identity. While this approach is possible, it may create some limitations for investigative purposes.

Confidential - this means that you have consented to the recipient of your report, knowing your identity and disclosing your identity for the purposes of Pengana assessing and investigating your report, and for reporting to relevant stakeholders. This is the preferred option because Pengana will be best placed to fully investigate the matter and provide you with ongoing protection and support.

If you make a report under this Policy, we will treat all information received from you (including your identity) confidentially and sensitively, and will ensure the privacy and security of your personal information. Access to information relating to a disclosure will be limited to those directly involved in managing and investigating the disclosure.

Your identity will only be shared if you provide your consent. Where you have not consented to the disclosure of your identity, Pengana will take appropriate measures to protect your identity, including redacting any personal information relating to you, since any unauthorised disclosure of your identity or of any information that is likely to lead your identification, is illegal. However, please note that Pengana may disclose your identity where such disclosure is allowed or required by law. For example, disclosure to a lawyer to obtain legal advice or disclosure which is required to be made to a regulator or to the Australian Federal Police.

(c) Detrimental conduct prohibited

Pengana will not tolerate any detriment that is inflicted on you **because you have made a report, or due to someone suspecting that you might make a report, under this Policy.**

Examples of what may be considered detriment include:

- retaliation, dismissal, suspension, demotion, or having your engagement with Pengana otherwise terminated;
- harassment, threats or intimidation;
- discrimination;
- injury in employment, and harm including psychological harm;
- damage or threats to your property, business, financial position or reputation;
- revealing your identity as a whistleblower without your consent or contrary to law.

However, the following actions will not be considered detrimental conduct:

- administrative action that is reasonable for the purpose of protecting a discloser from detriment (e.g. moving a discloser who has made a disclosure about their immediate work area to another area to prevent them from detriment)
- managing a disclosers unsatisfactory work performance if the action is in line with Pengana's performance management framework)

This protection also applies to individuals conducting, assisting or participating in an investigation.

If someone at Pengana (or a supplier to Pengana), engages in detrimental conduct against you, please immediately contact your WPO. Reports of detrimental conduct will be treated confidentially.

Anyone engaging in detrimental conduct may be subject to serious consequences, including disciplinary action and/or termination of engagements or contracts, as applicable. They may also be subject to civil and criminal penalties and compensation orders by a court.

If you suffer loss, damage or injury because of a report being made under this Policy, you may seek compensation from Pengana and other remedies through the courts if Pengana fails to take reasonable precautions to prevent the detrimental conduct.

(d) Protection from criminal, civil and administrative liability

If you make a report that qualifies for protection under this Policy, you will be protected from:

- civil liability (e.g. any legal action against you for breach of an employment contract, duty of confidentiality or another contractual obligation);
- criminal liability (e.g. attempted prosecution of you for unlawfully releasing information, or other use of the report against you in a prosecution (other than for making a false report); and
- administrative liability (e.g. disciplinary action for making the disclosure).

However, these protections do not grant immunity to you for any misconduct that you were involved in, in relation to the subject matter of the report, and that is revealed by the report.

F. SUPPORT FOR WHISTLEBLOWERS

Current and former employees may request support from the WPO at any time.

Employees may request a leave of absence during the investigation if it is not possible to maintain anonymity.

G. ASSESSMENT AND INVESTIGATION

(a) Review of the report

Upon receipt of a report under this Policy, the relevant AWR or OER (as applicable) will refer your report to a Whistleblowing Investigations Officer ("**WIO**") who will carry out a preliminary assessment to determine whether the report is a report which is protected under this Policy and if so, whether it should be formally investigated.

The WPO will advise you of the outcome of this assessment (including through anonymous

channels), unless the WPO has no means to contact you.

WIOs are predominantly from Pengana's Legal and Compliance teams but may include others with the appropriate skills and subject matter expertise where required.

(b) Investigation process

If the WIO determines that the report is a report which is protected under this Policy, the WIO will investigate the report or, having regard to the nature and scope of the investigation, may appoint an external investigator to do so. The WIO will obtain any relevant technical, financial or legal advice as the WIO considers necessary to carry out the investigation. The WIO will ensure that a fair and objective investigation process is followed, the investigation is conducted in as timely a manner as the circumstances allow and is conducted independently of you and any person(s) about whom a report has been made under this Policy.

The WIO (or external investigator, as applicable) will determine the facts through interviews and/or review of documents and other evidence as necessary and may need to contact you for further information. If you have not provided your consent to be contacted, or if you decline or can't provide further information, this may affect Pengana's ability to investigate. The WIO will do all things necessary to preserve the confidentiality of the investigation. Records of the report and investigation will be securely retained at all times.

Unless there are confidentiality or other reasons not to do so, persons to whom the report relates will be informed of the allegations at an appropriate time, and will be given a chance to respond to the allegations made against them.

The WPO will, as appropriate, provide you with feedback on the progress and expected timeframes of the investigation.

(c) Investigation findings

The investigation may conclude with a report from the WIO or external investigator. The report will include findings of the investigation and a summary of the evidence on which the findings are based. To the extent permitted under applicable laws, the WPO may inform you and/or a person against whom a disclosure has been made by you, of the findings. Any report will remain the property of Pengana and will not be shared with you or any person against whom the disclosure has been made.

H. FURTHER INFORMATION AND REVIEW OF THIS POLICY

This Policy will be made available to all staff and more broadly on Pengana's public website.

Pengana's Legal team is the business owner of this Policy. If you require further information about this Policy please contact Pengana's General Counsel. Pengana's Legal team will also run periodic training for Pengana's directors, officers and staff on the operation of this Policy.

This Policy will be reviewed every two years, or sooner if there are any changes to laws, regulation or ASIC policy which necessitate an earlier review.

APPENDIX A

a. Appointed Whistleblower Recipients

In the first instance for all Pengana entities:

- Pengana's General Counsel: Johanna Moore, email:
Johanna.Moore@pengana.com, Tele: 0420 235 180
- Pengana's Head of Operations: Keith McLachlan, email:
Keith.McLachlan@pengana.com, tele: 0421 258 734

b. Other Eligible Recipients

- Any Director or the Company Secretary of the relevant Pengana entity
- Auditor – PricewaterhouseCoopers
- Pengana's Chief Financial Officer: Katrina Glendinning,
email: Katrina.Glendinning@pengana.com, tele: 0411 961 220