

Whistleblower Policy



1. Purpose and Objective

- 1.1 The Board of M2 is committed to upholding the highest standards of ethical business practice and corporate governance. M2 embraces fully transparent reporting of unethical or unlawful conduct by empowering all directors, officers, and employees (“**Personnel**”), as well as contractors and suppliers to raise concerns without fear of adverse personal repercussions.
- 1.2 This document sets out M2’s policy for reporting concerns of past, present or expected future instances of unethical or unlawful behaviour (“**Whistleblower Policy**”).
- 1.3 This Whistleblower Policy is intended to be:
- (a) the policy recommended by Box 3.1 of the ASX Council Recommendations; and
 - (b) consistent with the requirements of Part 9.4AAA (Protection for Whistleblowers) of the Corporations Act.

2. Scope

- 2.1 This Whistleblower Policy:
- (a) applies to all Personnel of M2;
 - (b) encourages Personnel to actively participate in minimising and discouraging unethical or unlawful conduct from occurring;
 - (c) sets out M2’s approach towards encouraging Personnel to report unethical or unlawful conduct;
 - (d) sets out M2’s approach towards investigating and responding to reports of unethical or unlawful conduct;
 - (e) sets out the roles and responsibilities of those involved in the reporting and investigation process; and
 - (f) establishes the mechanism for review of this Whistleblower Policy.



3. Reporting

When to report

3.1 The Company not only encourages, but expects, Personnel to make a report in accordance with this Whistleblower Policy if the Personnel, in good faith and with reasonable grounds, is concerned about or becomes aware of:

- (a) actual or suspected contraventions of, or non-compliances with, any law, regulation industry code, governance principles or guidelines applicable to M2;
- (b) material breaches of any of M2's policies or codes of conduct;
- (c) conduct or omissions involving dishonesty, fraudulence, corruption, deception or unethical behaviour;
- (d) an actual or suspected abuse of authority or position;
- (e) conduct or omissions which pose a significant risk of harm to the health, safety or wellbeing of M2's Personnel, stakeholders or the environment; and
- (f) any other conduct which is likely to have a material impact on the profitability, reputation or risk of the Group

("Relevant Circumstances").

How to report

3.2 Any Personnel who has witnessed, been involved with, or is otherwise aware of information in relation to Relevant Circumstances should promptly make a report of the Relevant Circumstances to the Company Secretary at companysecretary@m2.com.au with all relevant information ("**Whistleblower Report**").

3.3 Where it is impracticable to contact the Company Secretary, or if the Personnel is concerned that the Company Secretary is involved in the Relevant Circumstances, the Whistleblower Report may be communicated to the Chairman of the Board or Chief Executive Officer of the Company.

3.4 Where there is an immediate threat to the health, safety or wellbeing of a person or people, the police should be notified immediately.

3.5 A Whistleblower Report may be made anonymously. However, it may be necessary for the Personnel to be identified in order for the Whistleblower Report and the matters set out in it to be investigated thoroughly.

3.6 Whether or not a report is made anonymously, it will be treated as confidential to the extent practicable in the circumstances. However, the Whistleblower Report or its contents may be disclosed to the persons set out in **section 4.5**.

Reporting Relevant Circumstances under Corporations Legislation

3.7 If a Relevant Circumstance involves a contravention or suspected contravention of the Corporations Act or other Corporations Legislation, section 1317AA of the Corporations Act protects disclosure (including in a Whistleblower Report) if:

- (a) the disclosure is made to:
 - (i) ASIC; or
 - (ii) M2's auditor or member of an audit team conducting an audit of M2; or
 - (iii) a director, the company secretary or an executive of M2; or
 - (iv) any person authorised by M2 from time to time to receive Whistleblower Reports;
- (b) the disclosure is based on reasonable grounds; and
- (c) the disclosure is made in good faith.

3.8 If protection applies, the Personnel making the disclosure:

- (a) may be protected from civil or criminal liability for making the disclosure; and
- (b) may be protected from contractual or other remedies on the basis of the disclosure.

3.9 Despite **section 3.8**, the Personnel may be subject to civil or criminal liability for his or her own conduct, as may be revealed by the disclosure.

3.10 Additionally, a person is not permitted to intentionally cause detriment to the discloser in respect of a disclosure that is made in accordance with, and protected by, section 1317AA of the Corporations Act.

3.11 The Board is committed to M2 complying with its obligations under Part 9.4AAA of the Corporations Act.

4. Investigation

4.1 All reports will be investigated, with the degree of investigation reflecting the nature of information provided and severity of allegations made.

4.2 All investigations will be objective and fair, and have regard for any potential conflicts of interest that require confidentiality.

- 4.3 The investigation will be conducted by the person or group of people deemed appropriate by the person receiving the initial Whistleblower Report.
- 4.4 The investigation may involve the use of independent financial, legal, forensic, or operational advisors in line with the nature and severity of the report.
- 4.5 Where appropriate, the Whistleblower Report, or its contents, may be disclosed to:
- (a) ASIC;
 - (b) APRA;
 - (c) a member of the Australian Federal Police; or
 - (d) any other person with the consent of the discloser.

5. Roles and Responsibilities

5.1 The following roles and responsibilities are integral to this Whistleblower Policy:

Role	Responsibility
Company Secretary	To receive Whistleblower Reports and co-ordinate investigation.
Chairman of the Board / Chief Executive Officer	To receive Whistleblower Reports and co-ordinate investigation in circumstances where it is not practicable to contact the Company Secretary or the Personnel is concerned that the Company Secretary is involved in the Relevant Circumstances.
Legal and Compliance	To assist in the investigation of Whistleblower Reports.
Human Resources	To the extent practicable, to take appropriate action against individuals involved in Relevant Conduct.
All Personnel	To make a Whistleblower Report if the Personnel, in good faith, and on reasonable grounds, is concerned about or becomes aware of Relevant Circumstances.

6. Publication of this Policy & Further Information

- 6.1 This Whistleblower Policy will be made available to the Company's team members and either this Whistleblower Policy (or a summary of it) will be placed on M2's website for access by shareholders and other stakeholders.
- 6.2 For further information or clarification in respect of the contents of this Whistleblower Policy, please contact the company secretary by email to companysecretary@m2.com.au.

7. Monitoring, Evaluation and Review

- 7.1 The implementation of this Whistleblower Policy and the effectiveness of it will be reviewed by the Board at reasonable intervals.

8. Definitions

- 8.1 In this document, the following terms have the following meanings:

APRA means the Australian Prudential Regulation Authority.

ASIC Act means the *Australian Securities and Investments Commission Act 2001* (Cth) and the regulations made under that act.

ASIC means the Australian Securities and Investments Commission.

ASX means the Australian Securities Exchange;

ASX Council Recommendations means the 'Corporation Governance Principles and Recommendations with 2010 Amendments' (second edition) formulated by the ASX Corporate Governance Council;

Australian Federal Police has the meaning given to that term in the *Australian Federal Police Act 1979* (Cth);

Board means the board of directors of M2;

Company means M2;

Corporations Act means the *Corporations Act 2001* (Cth);

Corporations Legislation means:

- (a) the Corporations Act;
- (b) the ASIC Act;
- (c) the rules of court made by the Federal Court, the Supreme Court of the Capital Territory or the Family Court because of a provision of the Corporations Act; and
- (d) the rules of court applied by the Supreme Court, or a State Family Court, of a State, or by the Supreme Court of the Northern Territory when exercising jurisdiction conferred by Division 1 of Part 9.6A of the Corporations Act.

Group means M2 and its Related Bodies Corporate;

M2 means M2 Group Ltd ABN 74 091 575 021;

Whistleblower means any person or entity, whether anonymous or not, who discloses information or evidence in relation to any past, present or future instance of misconduct involving M2; and

Whistleblowing means any conduct or act with the purpose, effect or likely effect of notifying or reporting any misconduct.

9. Related Documents and Dependencies

Code of Conduct

Equal Opportunity and Anti-discrimination Policy

Harassment and Bullying Policy