

**RPM**GLOBAL

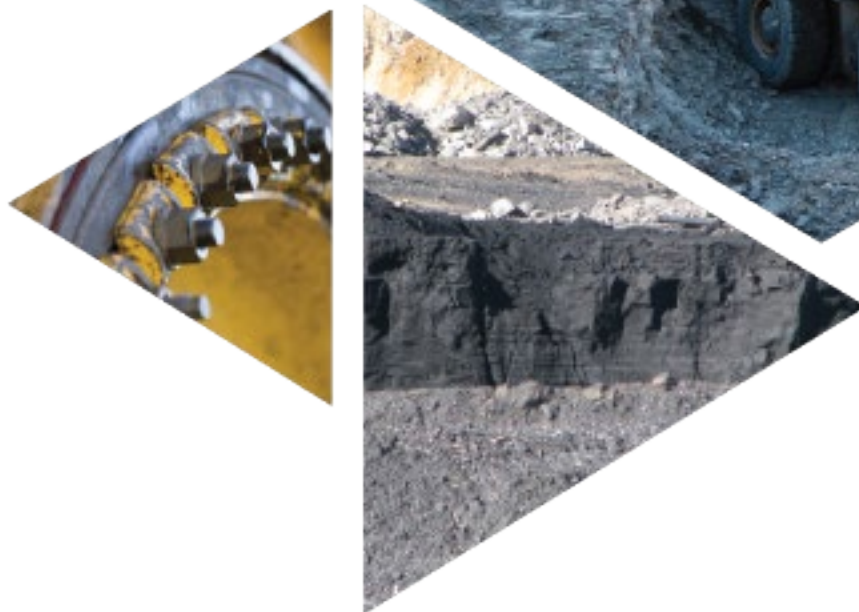
RPMGlobal Holdings Limited

ACN 010 672 321

## Whistleblower Policy

Adopted by the Board – effective 30 March 2020

Last reviewed by the Board on 23 August 2021



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## 1. Introduction

RPMGlobal Holdings Limited and its related subsidiaries and group companies (together '**RPM**' or the '**Company**') are guided by its Core Values. This Whistleblower Policy (the '**Policy**') has been developed to align with RPM's Core Values to ensure that any persons who report or raise concerns regarding serious wrongdoing or unethical conduct are treated fairly and without detriment.

A copy of this Policy is accessible to all officers and employees of the Company via the Company's website (available at [www.rpmglobal.com](http://www.rpmglobal.com)).

## 2. Application of Policy

The following people are eligible to make reports under this Policy:

- a) An employee of the Company;
- b) An officer of the Company (which includes members of the Company's board of directors ('**Board**') and the Company Secretary);
- c) An individual who supplies services or goods to the Company;
- d) An employee of a supplier of services or goods to the Company;
- e) An individual who is an associate of the Company (which includes directors and secretaries of both the Company and any related bodies corporate);
- f) A spouse, child or other relative of an individual listed above;
- g) A dependant of any individual listed above or of their spouse; or
- h) Someone who was formerly any of the above (e.g. a former employee of the Company).

Under the Whistleblowing Legislation, the persons listed above are all eligible whistleblowers, including in relation to Tax Disclosures (defined below).

The aforementioned individuals and/or body corporates will be collectively referred to as "**Whistleblowers**" in this Policy.

While all Whistleblowers are required to comply with this Policy, it does not form part of any agreement between RPM and any person or body corporate, nor does this Policy constitute the terms and conditions of any person's or body corporate's employment or engagement with RPM.

## 3. Purpose

The objective of this Policy is to:

- a) Outline the protections available to Whistleblowers;

- b) Outline the method and procedure for Whistleblowers to report serious wrongdoing or unethical conduct;
- c) Outline the information about how the Company will support Whistleblowers and protect them from detriment; and
- d) Describe how the Company will investigate any reports of serious wrongdoing or unethical conduct.

#### 4. Reportable Matters

Whistleblowers are encouraged to help detect, prevent and report instances of serious wrongdoing or unethical conduct.

If you have reasonable grounds to suspect that you have information concerning:

- a) Misconduct (which includes fraud, negligence, default, breach of trust and breach of duty) or an improper state of affairs in relation to the Company or any related body corporate of the Company; or
- b) misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of the Company or an associate of the Company (**'Tax Disclosures'**),

then that is **"Reportable Conduct"** for the purposes of this Policy. The Reportable Conduct described above would also be a 'disclosable matter' under the Whistleblowing Legislation.

Examples of Reportable Conduct under this Policy may include:

- a) Corrupt conduct;
- b) Criminal conduct;
- c) Dishonest conduct;
- d) Unlawful, irregular or corrupt use of Company funds;
- e) Failure to comply with any legal or regulatory obligation;
- f) Unfair or unethical conduct;
- g) Improper or misleading accounting or financial reporting practices;
- h) Breaches of anti-corruption or bribery laws;
- i) Bullying, harassment, discrimination, behaviour or conduct contrary to RPM's Core Values or any conduct that poses a serious risk to the health and safety of any person; or
- j) Any other conduct that may cause financial or reputational damage to RPM.

Reports in relation to such conduct will be treated as Reportable Conduct under this Policy even if the conduct reported is not a disclosable matter under the Whistleblowing Legislation.

The Company expects all employee and officers to report any Reportable Conduct. Failure to report such conduct may result in disciplinary action.

A Whistleblower is encouraged to reveal, at the outset, any personal interest or involvement they may have in the matter. A failure to disclose any personal interests will not prevent the reported disclosure being investigated pursuant to this Policy.

## 4.1. Personal Work-Related Grievances

Any Personal work-related grievances should not be reported under this Policy and are not protected under the Whistleblowing Legislation. However, such grievances are encouraged to be reported in accordance with RPM's HR Grievance and Dispute Resolution Policy.

Some examples of matters which **should not** be reported under this Policy include:

- a) a staff member's dissatisfaction with their pay (unless the staff member's grievance relates to discriminatory conduct); and
- b) a staff member's failure to receive a promotion on grounds unrelated to discriminating conduct.

RPM aims to support Employees where possible during any hardships that may arise.

If an effected discloser is unsure about which procedure to report under they are encouraged to contact RPM's Group General Counsel and Company Secretary and/or EGM Human Resources.

## 5. Protection of Whistleblowers

RPM recognises that whistleblowing can be a stressful and difficult thing to do. RPM will take all reasonable steps to safeguard a Whistleblower's rights and interests in accordance with this Policy, and any other applicable laws and regulations.

RPM also acknowledges that a report made under this Policy may carry serious consequences, such as reputational damage and damage to career prospects. A Whistleblower that has reasonable grounds to suspect any form of wrongdoing or misconduct and makes a genuine report in accordance with this Policy will not be disadvantaged in their employment or engagement with RPM, even if the report is subsequently determined to be incorrect or unsubstantiated.

### 5.1. Protection of Confidentiality

A Whistleblower may choose to make a report on an anonymous basis, however as noted below in this Policy, there are a number of advantages in connection with the investigation process if a Whistleblower does disclose their identity.

If a Whistleblower does disclose their identity and they are an eligible Whistleblower who is making a disclosure protected by the Whistleblowing Legislation via the methods set out in the first paragraph of section 7.1 of this Policy or to other 'eligible recipients', the recipient has an obligation to keep their identity confidential. This includes keeping information which could lead to the disclosure of your identity confidential, including by redacting your personal information, referring to you in a gender-neutral context, and ensuring the handling and investigation of the disclosure is undertaken by trained staff.

Should you disclose your identity, RPM will not disclose it to anyone without your express written consent unless required by law.

## 5.2. Protection against Detriment

A Whistleblower will not be subjected to any form of victimisation, discrimination, harassment, demotion, dismissal or prejudice (**'Detrimental Conduct'**) by RPM for making a report in accordance with this Policy.

A Whistleblower will not be subjected to any form of threat relating to Detrimental Conduct, express or implied, conditional or unconditional.

RPM may take an administrative or management action to protect the discloser from detriment if the action is in line with the RPM's performance management framework. Such actions can be carried out if the disclosure relates to wrongdoing in the Whistleblower's immediate work area.

## 5.3. Potential fines

In addition to potential disciplinary action, significant penalties may apply to persons who fail to maintain Whistleblower protections under Whistleblowing Legislation.

Such fines and associated liability will remain the responsibility of the employee and will not be paid by RPM.

## 5.4. Support of Whistleblowers

The Company firmly believes that those who reasonably suspect or witness misconduct should be able to report their suspicions with the confidence that they will be supported, and not punished or discriminated against for making a disclosure.

Whistleblowers are encouraged to raise any concerns arising out of a disclosure (or anticipated disclosure) or any subsequent investigation process via the methods set out in the first paragraph of section 7.1 of this Policy.

## 6. Civil or criminal liability

The Whistleblower is not protected from civil or criminal liability for any of his or her conduct which may be revealed by the report. However, if a Whistleblower reports such conduct and actively

cooperates in an investigation in which they may be implicated, there may be some cases where the fact they have made a report will be taken into account as a mitigating factor when determining actions which may be taken against them.

## 7. Making a Report

A report made under this Policy should describe the grounds for making the report and include as much detail as possible of all the relevant facts and any supporting documents. Whistleblowers have a right to remain anonymous in making a report, however it might affect RPM's ability to thoroughly investigate the matters reported.

If a Whistleblower wants to maintain complete anonymity when making a disclosure, RPM suggests the Whistleblower submit their disclosure on an anonymous basis via the methods outlined in the first paragraph of section 7.1 of this Policy.

Even if a Whistleblower does not make the report on an anonymous basis, the person receiving the report is not permitted to reveal the identity of the Whistleblower, or information that is likely to lead to the identification of the Whistleblower, except for in certain circumstances as set out in section 5 of this Policy.

There is no time limit associated with making whistleblowing reports. However, the sooner misconduct is reported and the more likely it is that reliable evidence will be able to be gathered as part of any investigation and the Company can address the matter.

There may be limitations regarding legal action that can be taken in response to proven allegations but this should not deter Whistleblowers from making a disclosure about misconduct they have reasonable grounds to believe occurred. All disclosures can assist the Company to refresh risk management monitoring, training and controls.

### 7.1. Who to report to

Reports of known or suspected Reportable Conduct can be made confidentially and anonymously at any time (whether during or outside office hours) to:

RPM's Group General Counsel and Company Secretary (email: [companysecretary@rpmglobal.com](mailto:companysecretary@rpmglobal.com) and/or telephone: +617 3100 7200).

Whistleblowers are encouraged to report any disclosure via the methods set out above in this section. The making of a report via any of those methods will mean that it has been made to an **eligible recipient** under the Whistleblowing Legislation.

Under the Whistleblowing Legislation Whistleblowers may also report such information to the following additional '**eligible recipients**':

- a) an officer of the Company and related bodies corporate (including senior executives of the Company and the Board);
- b) an auditor, or a member of an audit team conducting an audit of the Company or any related body corporate of the Company;
- c) an actuary of the Company or any related body corporate of the Company;
- d) any person authorised by the Company to take disclosures (being those persons nominated above in this section); or
- e) a senior manager of the Company or any related body corporate of the Company (noting that senior managers are generally those people who make, or participate in making of, significant business decisions of the Company).

Where the information to be reported is a **Tax Disclosure**, Whistleblowers are still encouraged to report any disclosure to via the methods set out above in this section.

Additionally, the Whistleblowing Legislation allows Whistleblowers to make Tax Disclosures to the following '**eligible recipients**':

- a) a registered tax agent or Business Activity Statement ('**BAS**') agent who provides tax agent services or BAS services to the Company;
- b) a senior manager of the Company as described above in paragraph (e);
- c) any other employee or officer (within the meaning of the *Corporations Act 2001* (Cth)) of the Company who has functions or duties that relate to the tax affairs of the Company.

Under the Whistleblowing Legislation, Whistleblowers may also report disclosable matters to:

- a) the Australian Securities and Investments Commissions (**ASIC**);
- b) the Australian Prudential Regulation Authority (**APRA**);
- c) in relation to Tax Disclosures, the Commissioner of Taxation (**ATO**); or
- d) any other prescribed Commonwealth authority or regulator.

However, if a whistleblowing report is made to one of these regulators, the Company will not automatically become aware of that report and therefore may not be able to respond to it in accordance with this Policy.

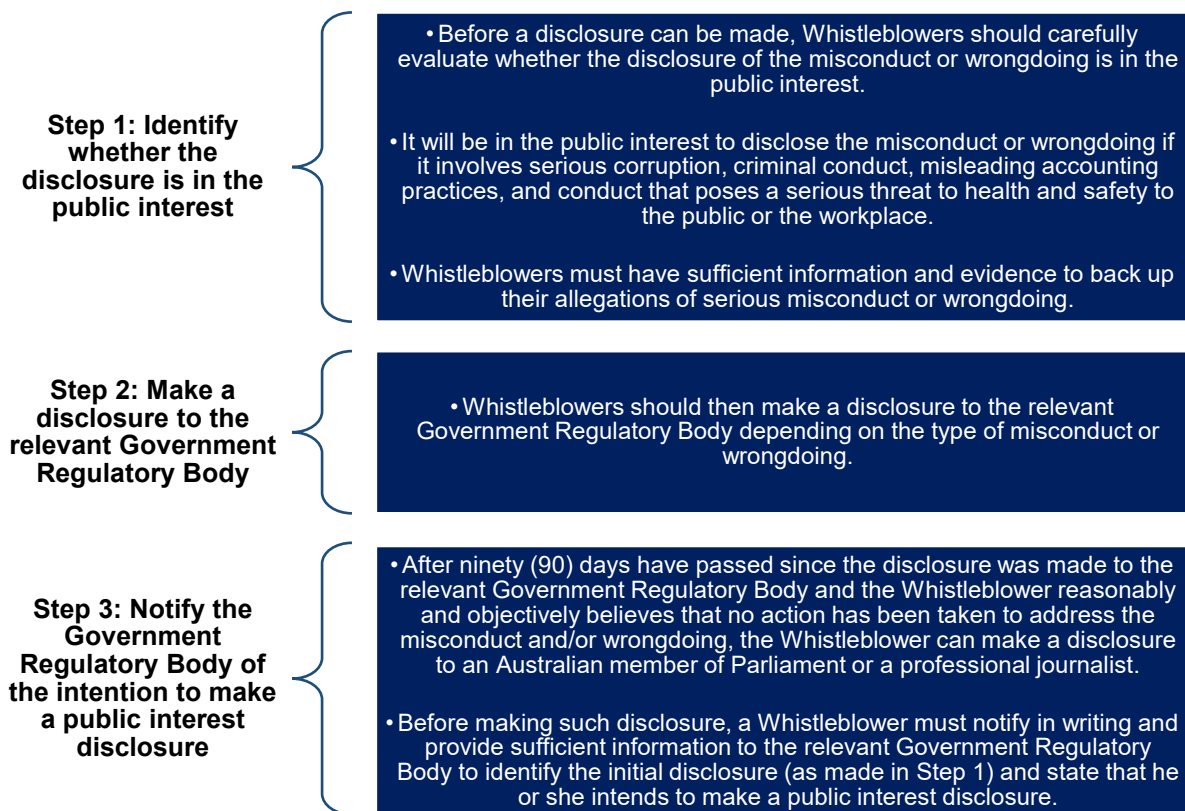
## 7.2. Public Interest Disclosures

RPM recognises that in some situations, certain misconduct and wrongdoing may be of such seriousness that it may be in the public interest to disclose the misconduct and wrongdoing to a journalist or a Member of Parliament if:



- a) the Whistleblower has previously made a disclosure to ASIC, APRA, or any other prescribed Commonwealth authority (**'Government Regulatory Body'**);
- b) at least 90 days have passed since the disclosure was made to the Government Regulatory Body;
- c) the Whistleblower does not have reasonable grounds to believe that action is being taken to address the matters to which the previous disclosure related;
- d) the Whistleblower has reasonable grounds to believe that making a further disclosure of the information would be in the public interest; and
- e) following the end of the 90 day period, the Whistleblower gives the body to which the previous disclosure was made a written notification that includes sufficient information to identify the previous disclosure and states that the Whistleblower intends to make a public interest disclosure.

When a situation like this occurs, the Whistleblower must follow the steps set out below:

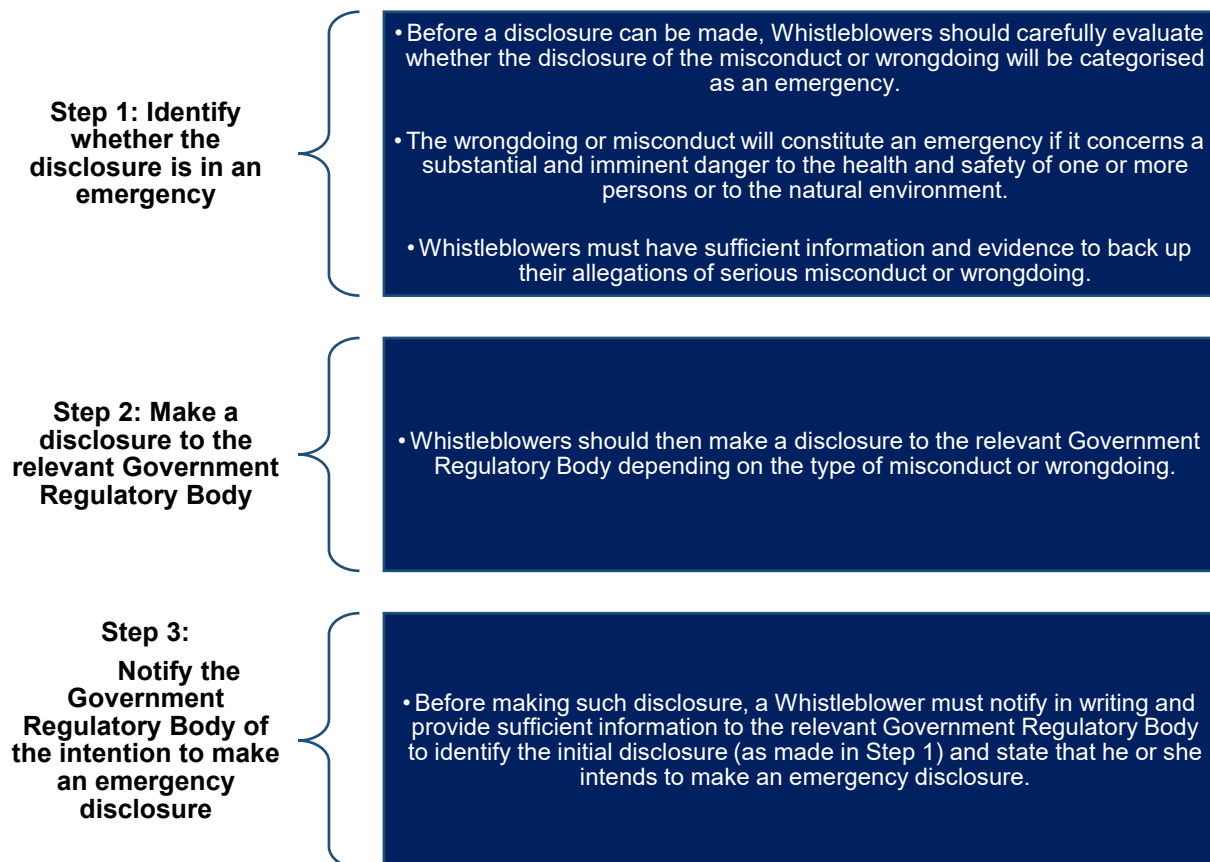


## 7.3. Emergency Disclosures

RPM recognises that in some situations, certain misconduct and/or wrongdoing may be of such seriousness that it may pose an imminent risk of serious harm to individuals or the natural environment, that it may be qualified as an emergency to disclose the misconduct and/or wrongdoing to a journalist or a Member of Parliament if:

- a) the Whistleblower has previously made a disclosure to a Government Regulatory Body;
- b) the Whistleblower has 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
- c) the Whistleblower gives the body to which the previous disclosure was made a written notification that includes sufficient information to identify the previous disclosure and states that the Whistleblower intends to make an emergency disclosure.

When an emergency situation like this occurs, the Whistleblower must follow the steps set out below:



## 8. Investigations

RPM will review all reports made under this Policy, and where appropriate, investigate them as soon as possible after the matter has been reported. Where appropriate, the Company will provide feedback to the Whistleblower regarding the investigation's progress and/or outcome (subject to confidentiality considerations of those against whom allegations of Reportable Conduct are made).

RPM's Group General Counsel and Company Secretary and/or EGM Human Resources will ensure that all investigations are conducted in a timely, thorough, confidential, objective and fair manner as is reasonable and appropriate, having regard to the nature of the Reportable Conduct and all of the circumstances.

In order to ensure that any investigations and actions undertaken are fair and unbiased, it may be necessary to:

- a) obtain specialist, independent advice including trained investigation staff from either inside the Company or refer the matter confidentially to a third-party investigation firm, if deemed appropriate having regard to the nature of the Reportable Conduct;
- b) appoint a person to assist in the investigation of a matter the subject of a report; or
- c) refer the matter to the police or law enforcement where disclosures refer to criminal behaviour.

In the conduct of an investigation, the Company may proceed as follows:

- a) speak to anyone who may be affected or involved in the disclosure so that they are provided with the opportunity to respond to the allegation(s);
- b) consider these responses; and
- c) speak to witnesses (where there is a dispute as to the facts surrounding the allegations).

In certain circumstances, where the Company decides it is appropriate to do so, it may also place any persons affected by the report or the Whistleblower on paid leave during part or all of the investigation.

Any Whistleblowers who reveal their identity may be asked to participate in subsequent confidential interview(s) in relation to the claims made in the disclosure including to clarify facts supplied in order to proceed with further investigation.

The investigative process will depend on the nature of the incident being reported. All investigations will be taken seriously to determine whether or not the matter raised in the reported incident can be substantiated. Investigations undertaken will also have the objective of rectifying any wrongdoing uncovered to the extent that it is practicable to do so in the circumstances.

## 9. Fair treatment of employees that are the subject of a disclosure

The Company is also committed to ensuring the fair treatment of employees and other persons engaged by the Company who are mentioned in reports of Reportable Conduct, or to whom such disclosures relate. Fair treatment of those persons implicated in a misconduct disclosure includes but is not limited to the following:

- a) the opportunity to be 'heard' on, and respond to the allegations as against them before any adverse findings are made against them; and
- b) the opportunity to have their responses considered by the Company and, in appropriate circumstances, investigated.

During any investigation into a disclosure of Reportable Conduct, the Company extends support and protection to employees, officers and others engaged by the Company and implicated in the report until such investigation has concluded and claims have been proven or dismissed. Any suspected adverse or detrimental treatment in this regard should be reported to RPM's Group General Counsel and Company Secretary so that these matters may be addressed.

The Company will endeavour to respond promptly to any complaints raised by parties who are the subject of a disclosure where such party has concerns about unfair treatment in the context of assessment of, and investigation into the Reportable Conduct.

## 10. Breaches of this Policy

### 10.1. Whistleblowers

Whistleblowers must have reasonable grounds for the claims made in their disclosures.

Breaches of this Policy by a Whistleblower (such as false reporting or the making of malicious or vexatious allegations of improper conduct) will be taken seriously and may result in legal action or disciplinary action in accordance with RPM's Disciplinary Procedure.

However, no action will be taken against a Whistleblower who makes a report, based on reasonable grounds to suspect misconduct or an improper state of affairs, which is not substantiated in a subsequent investigation.

### 10.2. Proven misconduct

The Company will endeavour to respond promptly to any complaints raised by parties who are the subject of a disclosure where such party has concerns about unfair treatment in the context of assessment of, and investigation into the Reportable Conduct.

The Company also reserves the right to refer matters to law enforcement or regulatory bodies at any time should the misconduct in the Company's reasonable opinion warrant such a referral.

## 11. Training and Communication

All new RPM employees will undertake training on this Policy as part of their induction process, and existing employees will receive regular updates on this Policy via RPM's intranet.

Training will also be provided to all eligible recipients, including RPM Senior Managers and any other relevant personnel that may receive disclosures from Whistleblowers. This training will help equip all eligible recipients with the right processes and resources to manage Whistleblower reports as they occur. This training will include, but is not limited to, the following:

- a) how to receive reports and obtain essential information;
- b) how best to protect the anonymity of the discloser (if an anonymous disclosure has been made) and the confidential nature of the disclosure;
- c) how to assist with, and where appropriate, conduct the investigation process; and
- d) how to provide continued support to Whistleblowers and persons who are the subject of a disclosure.

## 12. Review

The Board is responsible for reviewing and making any amendments to this Policy annually to ensure that it is operating effectively and remains up-to-date and in line with best practice. This Policy may be amended by resolution of the Board and was last reviewed and updated on 23 August 2021.