

Eskandari Bicycle Co Misconduct Reporting Policy



("Whistleblower Policy")

1. POLICY AND SCOPE

The Board of Directors of Eskandari Bicycle Co (EBC, or The Company) are committed to promoting a culture of corporate compliance and ethical behaviour. The best way to fulfil this commitment is to create an environment in which Company Personnel who have genuine suspicions about improper conduct feel safe to report it without fear of reprisal.

This policy outlines the steps which Directors and employees should take if they have a genuine suspicion of improper conduct (as described in this policy) regarding the Company's activities. A summary of the Whistleblower Policy is available on the Company's website at <https://eskandaribicycleco.wixsite.com/nswhe>

Directors and Company Personnel are expected to treat compliance with ethical standards, and the avoidance of improper practices, as a critical element of their responsibilities. The Company's Whistleblower Policy is formulated to provide a channel for all staff members (permanent, part-time and temporary staff), Directors, Contractors and Agents (collectively "Company Personnel"), to report in good faith any material concern(s) associated with (but not limited to), avoidance of internal controls; incorrect or improper financial or other reporting; any alleged unlawful, dangerous or improper practices or wrongful conduct (collectively called "Misconduct") taking place within or in connection with the Company.

This Policy is to be read in conjunction with the Company's Code of Conduct, Directors and Executive Officers Code of Conduct and Policy for Reporting and Investigating Unethical Practices.

This policy cannot anticipate every circumstance that may arise. If unsure of what to do in any situation, Company Personnel should, seek additional guidance, as set out below. This policy is not meant to supersede the existing procedures by which Company Personnel may make a complaint on personnel issues e.g. the treatment he/she has received from other Company Personnel in his/her department (or another department), or from management. This policy is intended to cover serious concerns where there could be a material impact on the Company, its Officers or personnel. Such actions (actual or reasonably suspected) would include, but are not limited to, events that may:

- prejudice the good standing of the Company;
- lead to the loss of funds, to fraud or attempted fraud, or incorrect financial reporting;
- breach the Company's policies and procedures;
- breach legal and/or regulatory requirements that apply to the Company's activities
- endanger health and safety; or
- otherwise amount to seriously improper conduct.

2. PROCEDURES

2.1 Any Company Personnel who, in good faith, has material concerns regarding any Misconduct should make a good faith disclosure by contacting the Human Resources Manager as soon as possible or practicable, but in any case, within 14 calendar days of becoming aware of the Misconduct. Subsequently, the complainant may wish to file a formal “Whistleblowing Report” (see Appendix A.) The nature of the report, and the identity of the Company Personnel making such a report (the “Whistleblower”), shall be kept confidential as far as possible or reasonably practicable, pending assessment and/or investigation by the Human Resources Manager or a designated investigator. The person who receives the report first will have the role of the Whistleblower Protection Officer and if he/she believes that a reported concern requires investigation then he/she will take reasonable steps, to ensure that the investigation is carried out in a fair and unbiased manner.

2.2 If the Whistleblower has disclosed his/her concerns but feels that the issue has not been properly investigated, or is uncomfortable disclosing the related Misconduct to the Human Resources Manager, he/she can raise the issue with the CEO. If the Whistleblower is uncomfortable discussing the issue with the CEO, he/she may raise the issue with the General Manager.

2.3 If the Whistleblower is unable to put an oral disclosure in writing, he/she may approach the Human Resources Manager, and ask that a written Whistle Blowing Report be prepared, summarising the alleged Misconduct. The Whistleblower should then sign the report to evidence that he/she agrees with the contents, and be given a copy of the report.

2.4 When a formal Whistle Blowing Report is received by the relevant Human Resources Manager, he/she will conduct a preliminary investigation into the matter. The Person to whom the report was made will then decide whether it is necessary to inform the General Manager of the Misconduct so that a formal investigation into the matter may be initiated. Where an immediate formal investigation is considered necessary, the CEO and General Manager, as appropriate, shall designate an investigator(s). If necessary, he/she will also outline the procedures and scope of any investigation to be undertaken. Internal or external resources may be used in the investigation as appropriate in the circumstances.

2.5 The designated investigator(s) has/have the right to call for any information or document and/or interview with any Company Personnel or other person(s), for the purpose of conducting an investigation under this Whistleblower Policy. All reasonable efforts will be made to protect the Whistleblower’s identity, subject to legal or regulatory obligations.

2.6 An investigation report should be prepared by the designated investigator(s) after completion of any investigation and submitted to the CEO and General Manager.

2.7 Based on the findings from the investigation, the CEO and/or General Manager shall determine any necessary follow-up action(s) to be taken, including giving instructions to rectify any control weakness/deficiency noted. Appropriate steps may be taken to close the case if no adverse finding is made.

3. DISCLOSURE & MAINTENANCE OF CONFIDENTIALITY

3.1 The whistle blower should put his/her name on any formal Whistle Blowing Report as follow-up questions and/or investigation may not be possible or practicable unless the source of the information is available for discussion with the investigator(s). It will not normally be possible to formally investigate complaints made anonymously unless justified by the special nature/circumstances of the case.

3.2 The identity of the Whistleblower will be kept confidential as far as possible, but this cannot be guaranteed as other parties may need to be contacted as part of the investigation. The Whistleblower should also keep the disclosure details confidential in order to prevent any prejudice from influencing the investigation.

4. PROTECTION UNDER THE POLICY

4.1 All material disclosures made in good faith will be taken seriously and the Whistleblower shall be treated fairly. The Whistleblower will not be victimised or subject to any retaliatory action if he/she makes a disclosure in good faith and has a reasonable belief that it amounted to Misconduct, even though the allegation is subsequently found to be untrue. This Policy protects Whistleblower's from unjustified/unfair disciplinary action or other improper treatment.

4.2 This Policy does not protect the Whistleblower from adverse disciplinary action due to poor job performance or misconduct on the part of the Whistleblower.

5. FALSE ALLEGATION & LEGITIMATE EMPLOYMENT ACTION

5.1 The Company Personnel who knowingly makes false or reckless allegation(s) shall be subject to disciplinary action, which may include but is not necessarily limited to, the termination of their employment.

5.2 Likewise if, independent of any disclosure of information by a whistle blower, adverse or disciplinary action was taken against him/her for legitimate reason(s) or cause(s) under Company rules and policies or contract of employment, this policy may not be used as a counterclaim or defence by him/her.

6. RECORD RETENTION

6.1 The Whistle Blowing Report and relevant supporting documents (e.g. investigation report etc.) should be kept in a secure storage by the Company's Administration Manager for at least 2 years after the required investigation has been completed. 4

7. NOTIFICATION

7.1 All managers are required to notify and communicate the contents of this policy to the Company Personnel who report to them. The Administration Manager should also communicate the contents of this Policy to all new Company Personnel of the Company.

8. WHISTLEBLOWER PROTECTION OFFICER

8.1 The key responsibility of the Whistleblower Protection Officer is to ensure that a person who reports a concern in good faith under this policy is not personally disadvantaged as a consequence of making the report. If you feel that as a consequence of reporting a concern under this Policy you have been personally disadvantaged, you should contact the Company's Administration Manager in the first instance.

9. CORPORATIONS LEGISLATION MATTERS (ASIC Guide – Protection for Whistleblowers)

9.1 The Corporations Act provides additional protection in relation to the reporting of a possible contravention of the Corporations Act and the Australian Securities & Investments Commission Act (“Corporations Legislation”) by the Company or its Employees - a summary of which is laid out in the Appendix B to this policy.

10. ANNUAL AFFIRMATION

10.1 The Company may affirm in its Annual Report that it has not dissuaded any person from reporting any Misconduct under this Policy and that it has provided appropriate protection for any Whistleblowers from unfair or improper treatment.

11. Board Approval

11. This Whistleblower Policy may be updated and amended by the Board of Directors from time to time.

Approved by the Board

12th September, 2024