



Whistleblower Policy

K2 Asset Management Holdings Ltd (ACN 124 636 782)
and its related entities (collectively, **K2**)

Date: 1 July 2019

1. Overview

K2 acts as responsible entity of a number of managed investment schemes. Through this lens, K2 has obligations of utmost honesty, loyalty, care and diligence and of best interests. As a holder of an Australian financial service licence, K2 must also do all things necessary to ensure that the financial services covered by its licence are provided efficiently, honestly and fairly.

Accordingly, K2 is committed to the highest standards of conduct and ethical behaviour in all its business activities, and to encouraging and supporting a culture of honest and ethical behaviour, corporate compliance and good corporate governance.

This whistleblower policy (**Policy**) has been put in place to ensure Eligible Whistleblowers can raise concerns regarding any serious wrongdoing (including unethical, illegal, corrupt or other inappropriate conduct) without being subject to Detriment.

This Policy forms part of K2's broader risk management framework. A copy of K2's Risk Management Policy, together with a number of other important K2 policies, are available on K2's website at:
<https://www.k2am.com.au/shareholders>.

2. What this Policy aims to do

This Policy aims to:

- encourage reporting on issues where there are reasonable grounds to suspect that someone has engaged in serious wrongdoing;
- outline how K2 will deal with such reports; and

- set out ways that reporting can be made to K2. Generally, issues can be raised through the normal channels of line management, however in certain circumstances, reporting in the ways available under this Policy may be more appropriate or necessary.

3. Who the Policy applies to

This Policy applies to an individual who is, or has been, any of the following in relation to K2 (each an **Eligible Whistleblower**):

- a director or officer
- an employee
- a person who supplies services or goods (including employees of such a person)
- an associate, or
- a relative or dependent of an individual stated above.

It is a condition of employment or engagement with K2 that all relevant persons comply at all times with K2's policies (which includes this Policy). However, this Policy does not form part of any agreement between any person and K2, nor does it constitute terms and conditions of any person's employment or engagement with K2.

4. What is Reportable Misconduct

You may make a report under this Policy if you have reasonable grounds to suspect that a K2 director or officer, employee, contractor, supplier, tenderer or other person who has business dealings with K2 has engaged in conduct (**Reportable Misconduct**) which:

- is dishonest, fraudulent or corrupt activity, including bribery or other activity in breach of anti-bribery laws
- is illegal activity (such as theft, drug sale or use, violence, harassment or intimidation, criminal damage to property or other breaches of state or federal law)



- is unethical or in breach of a K2 policy (such as dishonestly altering company records or data, adopting questionable accounting practices or wilfully breaching K2's Code of Conduct or other policies or procedures)
- is potentially damaging to K2, a K2 employee or a third party, such as unsafe work practices, environmental damage, health risks or abuse of K2 property or resources
- amounts to an abuse of authority
- may cause financial loss to K2 or damage its reputation or be otherwise detrimental to K2's interests
- involves harassment, discrimination, victimisation or bullying, or
- involves any other kind of serious impropriety.

The list of Reportable Misconduct above is non-exhaustive and Reportable Misconduct may be any conduct capable of harming or threatening the interests of K2 or its employees.

This Policy is not intended to cover personal work-related grievances. Issues of that nature, which relate to human resources or industrial relations, are managed under separate mechanisms and policies and are not covered by this Policy.

5. Expectation to report

K2 relies on its employees, service providers and others to help maintain and enrich its culture of honest and ethical behaviour.

K2 will not tolerate conduct that should be reported under this Policy.

Accordingly, it is expected that employees, service providers and others who become aware of known, or have reasonable grounds of suspected or potential cases of, Reportable Misconduct will make a report under this Policy or under other applicable policies or laws.

6. Protections for whistleblowers

K2 is committed to ensuring confidentiality in respect of all matters raised under this Policy, and that those who make a report in accordance with this Policy are treated anonymously, fairly and do not suffer any form of alteration, demotion or dismissal of employment, harm or injury (including psychological harm), discrimination, harassment or intimidation or damage to property, reputation, business or financial position (**Detriment**) because they have made a report.

However, this Policy is not designed to protect a person making a report if they are also involved in or connected to the improper conduct or illegal activities being reported.

6.1. Anonymous reporting

A report can be made anonymously and an Eligible Whistleblower can remain anonymous throughout the reporting process. There may remain limited circumstances where an Eligible Whistleblower may be requested to offer their identity. For instance, it may be difficult for K2 to properly investigate anonymous reports or authorities may take further legal action on the reported matter, which results in a request for identification. If an Eligible Whistleblower wishes to benefit from statutory protections provided to whistleblowers (for example, under the *Corporations Act 2001* (Cth)), they may also be requested to disclose their name. In these instances, K2 will continue to ensure that the Eligible Whistleblower is protected from Detriment to the fullest extent possible.

6.2. Reporting on reasonable grounds

A report may have serious consequences, including potential damage to the career prospects and reputation of people who are the subject of allegations of Reportable Misconduct. Therefore, it is very important that those who make a report under this Policy do so only where they have reasonable grounds to suspect Reportable Misconduct and that the information in the report is correct or likely to be correct.



K2 takes very seriously all reports made under this Policy and it looks particularly unfavourably on any false reports or claims. Disciplinary action may be taken against any person who makes a report that is not based on reasonable grounds or that is otherwise false, incorrect, frivolous or vexatious, raised for a malicious reason or ulterior motive, or if it is not based on facts and/or circumstances that provide a reasonable basis for the report. Repeated reports about trivial matters may also be considered not to be made on reasonable grounds.

7. Support for whistleblowers

The board governs and is responsible for the ultimate decision-making power regarding reports and investigations under this Policy. There are also a number of other support persons appointed under this Policy.

7.1. Whistleblower protection officer

K2 has appointed a whistleblower protection officer (**WPO**) who will safeguard the interests of an Eligible Whistleblower making a report under this Policy and will ensure the integrity of the reporting mechanism.

Reports under this Policy should first be directed to the WPO, who will review the report, and refer any reports that require further investigation to the Whistleblower Investigation Officer (**WIO**).

The WPO reports directly to the Managing Director (**MD**) and K2's Risk Committee. The WPO also has access to independent advisers as and when required. The current WPO is:

K2's Compliance Manager

7.2. Whistleblower investigations officer

K2 has also appointed a WIO who will carry out or supervise the investigation of reports made under this Policy. The current WIO is:

K2's Chief Financial Officer

The WPO and WIO act independently of each other and the responsibilities of these roles do not rest with one person.

7.3. Other eligible recipients of disclosure

In addition to the persons noted above, an eligible recipient of disclosure from a whistleblower in relation to K2 includes:

- an officer or senior manager of K2 (or related body corporate of such a person)
- an auditor, or member of an audit team conducting an audit of K2 (or related body corporate of such a person)
- an actuary of K2 (or related body corporate of such a person), and
- a person authorised by K2 to receive disclosures that may qualify for protection (which includes the WPO and WIO).

8. How to make a report

Eligible Whistleblowers may wish to first discuss the matter informally with their direct line manager (if they are a senior manager of K2) or K2's Compliance Manager or Legal Counsel in order to determine whether Reportable Misconduct has occurred. This is an opportunity to clarify the incident, ask questions and determine whether the matter comes under this Policy. At all times, these discussions will remain confidential.

If the Eligible Whistleblower wishes to proceed formally to make a report in respect of Reportable Misconduct (or wishes to remain anonymous), they may do so by submitting a report to the WPO.

Reports made under this Policy should describe the grounds for the report and provide as much detail as possible of all relevant facts and supporting documentation (if any).

Information contained in reports and provided by Eligible Whistleblowers in the course of an investigation will be kept confidential, except as required by law or where disclosure is necessary to certain regulatory authorities, law enforcement agencies or professional advisors to K2.

In the limited circumstance of matters of public interest or emergency, an Eligible



Whistleblower may report directly to certain parliamentarians or journalists.

9. Reports concerning the MD, WPO, WIO

If the report involves the MD, WPO or WIO, reports will be directed to a member of K2's Risk Committee that is not one of the abovementioned persons.

In that instance, an Eligible Whistleblower may make a report in accordance with section 8 'Making a Report' and include the instruction to refer the report directly to the relevant independent member of the Risk Committee.

10. Investigations

10.1. Investigating a report

Where a report is made on reasonable grounds about Reportable Misconduct that comes under this Policy, the WIO will investigate the report. Where the WIO deems necessary, the WIO may use an external investigator to conduct an investigation, either in conjunction with the WIO or independently. Where the WIO deems necessary, the WIO may also use an external expert to assist with an investigation. All investigations will be conducted in a fair and confidential manner.

To avoid jeopardising an investigation, an Eligible Whistleblower who has made a report under this Policy is required to keep confidential the fact that a report has been made (subject to any legal requirements).

10.2. Investigation feedback

Wherever possible, in circumstances where the identity of the person making the report is known, the Eligible Whistleblower will be kept informed of the progress and outcomes of the investigation, subject to privacy and confidentiality considerations.

10.3. Reports to other bodies

In certain circumstances, an Eligible Whistleblower may have a legal obligation to make a report to a statutory body or

government department. Eligible Whistleblowers should ensure that they comply with all such reporting requirements. The WPO can advise Eligible Whistleblowers on these reporting obligations.

11. Breach of Policy

Any breach of this Policy will be taken seriously and may result in counselling and/or disciplinary action, up to and including summary dismissal or termination.

12. Review of Policy

K2's Compliance Manager will review this Policy once each year or more often if there is a change in law in this area or to the nature of K2's business or operations. This Policy may be amended, withdrawn or replaced from time to time at K2's discretion, subject always to the laws governing whistleblowers.

Owned By: Compliance Manager

Authorised By: Managing Director

First approved: 2 April 2019

Last Updated: 27 June 2019

This Policy has been prepared in accordance with the amendments made under the *Treasury Laws Amendment (Enhancing Whistleblower Protections) Act 2019* (Cth) as in force on and from 12 March 2019.

13. Access to Policy

A copy of this Policy is given to all officers and employees of K2 at induction and each time the Policy is revised or updated.

The latest version of this Policy is also available to any employee, and a copy can be sent to any other person, upon request.