

Whistleblower Policy

Company: Pepperstone Financial Services (DIFC) Limited
CL: 3460
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1. Purpose and Scope

- 1.1 At Pepperstone, we're committed to the highest standards of conduct and ethical behaviour in all of our business activities, and to promoting and supporting a culture of doing the right thing.
- 1.2 The purpose of this Whistleblower Policy (**Policy**) is to encourage Whistleblowers (as this term is defined in Section 2 below) to raise any concerns and report instances of Disclosable Matters (as this term is defined in Section 2 below), where there are reasonable grounds to support this action, without fear of intimidation, disadvantage or reprisal.
- 1.3 This Policy outlines, in an appropriate manner based on the nature, scale and complexity of the business of Pepperstone:
 - (a) the protections available to Whistleblowers;
 - (b) how a Whistleblower can make a disclosure and who they should make a disclosure to;
 - (c) how we'll support and protect Whistleblowers;
 - (d) how we'll conduct investigations into a disclosure;
 - (e) how we'll ensure fair treatment of Whistleblowers who are mentioned in Whistleblower disclosures; and
 - (f) how we'll make the Policy available to Whistleblowers.
- 1.4 This Policy applies in addition to (and doesn't replace) Pepperstone's existing procedures for dealing with grievances, disputes, personal concerns, health and safety or other work-related issues. For more information on how we deal with these types of issues, please refer to the Employee Handbook.

2. Definitions

2.1 **DFSA** means the Dubai Financial Services Authority;

2.2 **Disclosable Matter** means conduct that is illegal, unacceptable or undesirable, or the concealment of this conduct in relation to Pepperstone. It includes conduct that:

- (a) is against the law or is a failure by Pepperstone to comply with any legal obligation, including without limitation:
 - (i) contravenes a provision of the DIFC Operating Law, the Rules or any other legislation administered by the DFSA;
engaging in money laundering, fraud or any other financial crime; or
 - (ii) conduct that represents a danger to the public or financial system.
- (b) is unethical or breaches Pepperstone's policies or Code of Conduct (set out in the Employee Handbook);
- (c) involves the trade or use of illicit substances;
- (d) is dishonest, fraudulent or corrupt;
- (e) is not consistent with business rules and organisational controls;
- (f) is coercion, harassment (including sexual harassment), bullying, victimisation or discrimination;
- (g) is violent or threatens violence;
- (h) is misleading or deceptive conduct of any kind (including conduct or representations which amount to improper or misleading accounting or financial reporting practices either by, or affecting, Pepperstone);
- (i) is potentially damaging to Pepperstone, an employee or a third party (including unsafe work practices, environmental damage, health risks or substantial wasting of company resources);
- (j) may cause financial loss to Pepperstone, damage its reputation or be otherwise detrimental to Pepperstone; or
- (k) involves any other serious impropriety.

Except for if the conduct involves a Disclosable Matter, for example harassment or bullying, it doesn't include personal employment grievances and complaints (e.g. not receiving a pay rise or promotion, or interpersonal conflicts between employees). A personal employment grievance which includes a Disclosable Matter may qualify for protection (e.g. you discover that your manager has been stealing money from Pepperstone).

2.3 **Eligible Recipient** means each person identified in Section 3.2;

2.4 **Eligible Whistleblower** means any current and former director, secretary, officer, employee (whether permanent or temporary), associate, secondee, contractor/supplier of Pepperstone (or their employees), as well as a current or former spouse, relative or dependant of these categories of people;

2.5 **Pepperstone** means Pepperstone Financial Services (DIFC) Limited and its related entities (such as a parent entity or any subsidiary of the parent entity);

- 2.6 A '**Protected Disclosure**' is a report of a Disclosable Matter made in good faith and in accordance with this Policy. Nothing in this Policy is intended to diminish any additional or alternative protections which may be available at law.
- 2.7 **Regulatory Law** refers to Regulatory Law DIFC Law No.1 of 2004.
- 2.8 **Whistleblower** means an Eligible Whistleblower who discloses a Disclosable Matter to an Eligible Recipient; and
- 2.9 **Whistleblower Protection Officer** means a person nominated by Pepperstone whose key responsibilities include protecting Whistleblowers who report concerns under this Policy. The details of Pepperstone's current Whistleblower Protection Officer is detailed in Section 3.2(g) of this Policy. The Whistleblower Protection Officer has four key roles under the policy and these are detailed further in Section 4.
- (a) Receive reports from Eligible Recipients
 - (b) Investigate reports
 - (c) Support the person making the disclosure
 - (d) Support the person being investigated
- 2.10 **Whistleblowing Services Australia (WBS)** means the external party and platform appointed by Pepperstone Financial Services (DIFC) Limited to accept and receive reports from eligible Whistleblowers anonymously. This platform protects the identity of eligible Whistleblowers and allows for 2-way anonymous communication as well as case management and data protection features.

3. Reporting Conduct

- 3.1 If you are an Eligible Whistleblower with reasonable grounds to suspect a Disclosable Matter and provided you act honestly rather than for a dishonest or malicious purpose, you must make your disclosure to an Eligible Recipient in Section 3.2.
- 3.2 Eligible Whistleblowers can report Disclosable Matters to the following **Eligible Recipients**:
- (a) an Authorised Individual in Pepperstone:
 - (i) SEO
 - (ii) Licensed Director
 - (iii) Finance Officer
 - (iv) Compliance Manager/Money Laundering Reporting Officer (who for the purposes of this Policy will act as the Whistleblower Protection Officer)
 - (b) Internal auditors of Pepperstone (such as a member of an audit committee) or external auditors;
 - (c) DFSA;
 - (d) a criminal law enforcement agency in Dubai; or
 - (e) to any other relevant authority;
- 3.3 We encourage disclosures to be made first to the Whistleblower Protection Officer, a role which is held by the DFSA Compliance Manager & Money Laundering Reporting Officer .
- (a) The Whistleblower Protection Officer can be contacted by:
 - (i) email at compliance.ae@pepperstone.com; or
 - (ii) by writing to Currency Tower 2, Al Fattan Currency House - 482087 - Level 15 Unit 1502 - DIFC - Dubai.
 - (b) If the Whistleblower Protection Officer, or the SEO, or the Licensed Director, or the Finance Officer is implicated in the disclosure, we encourage disclosure to be made to the Group General Counsel by writing to Level 16, Tower 1, 727 Collins Street, Melbourne VIC 3008.
 - (c) Eligible Whistleblowers can also make a report on the WBS portal through the following two methods
 - (i) **ONLINE**
 - Click on the link <https://www.whistleblowingservice.com.au/pepperstone/>
 - Click on the "Make a Report" button on the website
 - On the next page, enter in the field "Unique Key" PEPPER2020. Click on 'next
 - Enter the field "Client Reference Number" unhak2020. Click on 'next
 - Provide the information requested and complete the form based on the prompts
 - (ii) **TELEPHONE**

Call +611300 687 927 between 8.00 am to 5 pm AEST. You will be guided through a series of questions and the reporting process.

Any reports made through this link will ensure anonymity and these reports will be initially reviewed and managed by WBS on behalf of Pepperstone. WBS assist Pepperstone with the investigation of the disclosure where required.

- 3.4 There may be circumstances where it is appropriate, or an Eligible Whistleblower may prefer, to report a Disclosable Matter directly to the DFSA or to another relevant authority.
- (a) Regulatory concerns can be reported directly to the DFSA regardless of whether an internal report has been made by emailing the DFSA's specific Whistleblowing email address - whistle@dfsa.ae.
 - (b) Any information reported to the DFSA is treated confidentially and access to that information would be limited to a small number of expert DFSA staff.
 - (c) The DFSA would aim to respond to that report within 28 working days of receiving it. This would include an initial assessment of the report and potential requests for further information. The DFSA will not, as part of this process, provide any legal advice or guidance.
- 3.5 A Whistleblower is protected under law if they disclose information to a legal practitioner for the purpose of obtaining legal advice or representation on the operation of this Policy. This ensures that a Whistleblower or potential Whistleblower can safely seek legal advice about the protections that may apply to them.

4. Handling of Reports

- 4.1 When a Disclosable Matter has been received by an Eligible Recipient, this will be handled by the Whistleblower Protection Officer.
- 4.2 Once the Whistleblower Protection Officer has received a disclosure directly, from an Eligible Recipient or a disclosure report from WBS, they'll consider the most appropriate action. This might include an investigation of the alleged conduct, and, where appropriate, escalation of regulatory concerns reported to us.
- 4.3 The Whistleblower Protection Officer will conduct their investigation promptly and fairly, taking into account the nature of the allegation and the rights of the people involved in the investigation.
- 4.4 The Whistleblower Protection Officer is responsible for:
 - (a) coordinating the investigation into any report received from a Whistleblower;
 - (b) documenting and handling all matters in relation to the report and investigation; and
 - (c) finalising all investigations.
- 4.5 The documentation under 4.3 (b) should include:
 - (a) the date the report was received;
 - (b) a summary of the concerns raised;
 - (c) steps taken by Pepperstone in relation to the report until the matter is resolved;
 - (d) any steps taken to maintain the confidentiality of the Whistleblower and to ensure fair treatment of the Whistleblower;
 - (e) the list of persons who have knowledge of the report;
 - (f) the outcome of the assessment of the report including the rationale for the outcome and any decision on whether or not to disclose the report to the DFSA or any other relevant authority; and
 - (g) references or links to all documentation and review papers in relation to the report.
- 4.6 Where a report is lodged through the WBS portal, WBS will conduct the initial review and provide a summary report to Pepperstone and the Eligible Recipients to discuss further.
- 4.7 The Whistleblower Protection Officer will, at all times, have direct and unrestricted access to reasonable financial, legal and operational assistance when this is required for any investigation. Any evidence gathered during an investigation, including any materials, documents or records will be held securely. Pepperstone may be required to make its records of whistleblowing reports available to the DFSA for inspection.

The rights of a person who is alleged to have acted improperly

- 4.6 A person who's the subject of an investigation is entitled to be:
 - (a) informed of the substance of any adverse comment that may be included in a report or other document arising out of the investigation, except where we're prevented by law from doing so; and

- (b) given a reasonable opportunity to put their case to the Whistleblower Protection Officer who's investigating the report.
- 4.7 Employees who are the subject of a disclosure have access to the Employee Assistance Program which provides confidential counselling services.

Keeping the Whistleblower informed

- 4.8 Where appropriate, we'll provide feedback to the Whistleblower regarding the progress of the investigation and/or outcome (subject to considerations of the privacy of the person or people who are the subject(s) of the investigation). The frequency and timeframe of updates may vary depending on the nature of the disclosure. However, we may not be able to conduct an investigation if we are not able to contact the Whistleblower (e.g. anonymous disclosures).

Confidentiality

- 4.9 Whistleblower disclosures can be made anonymously by using an anonymous email address and/or pseudonym, or by writing to one of the people listed in Section 3.2.
- 4.10 Subject to compliance with legal or regulatory requirements, neither Pepperstone nor any Eligible Recipient or any other person will disclose any details of that report which may identify the Whistleblower, without obtaining the Whistleblower's prior consent. Any disclosure that the Whistleblower consents to will be disclosed on a strictly confidential basis. Please note that the Whistleblower Protection Officer has the right, or may be required, to disclose a report without the Whistleblower's consent to DFSA, Dubai Police, or to Pepperstone's lawyers for the purposes of obtaining legal advice or representation.
- 4.11 All files and records created from an investigation will be retained under strict security. The unauthorised release of information without a Whistleblower's consent is a breach of this Policy and may be a criminal offence. A Whistleblower may lodge a complaint with Pepperstone, DFSA or to any other relevant authority in the event of breach of confidentiality on grounds not permitted under this Policy.
- 4.12 We report to our Board of Directors on the number and type of Whistleblower incident reports (if any) annually, to enable us to address any issues at a company level. We make these reports on a 'no names' basis, maintaining the confidentiality of matters raised under this Policy.

False or malicious reports

- 4.13 Eligible Whistleblowers should make reports of Disclosable Matters where they have reasonable grounds to suspect misconduct. If, following an investigation, a report by an employee is found to include malicious or intentionally false allegations, such conduct will not be protected under this Policy and we may take disciplinary action against the employee who made the report.

5. Protection of Whistleblowers

- 5.1 Whistleblowers that report a concern on reasonable grounds under this Policy must not be personally disadvantaged by:
- (a) dismissal;
 - (b) demotion;
 - (c) any form of harassment or intimidation;
 - (d) discrimination;
 - (e) injury or harm (including psychological harm);
 - (f) current or future bias;
 - (g) damage to reputation;
 - (h) damage to property; or
 - (i) damage to business or financial position.
- 5.2 Whistleblowers will also not be subject to any civil or contractual liability nor will any contractual, civil or other remedy or right be enforced against the Whistleblower.
- 5.3 However, there is no immunity for any misconduct by the Whistleblower that is revealed in the disclosure.
- 5.4 Whistleblowers can seek compensation and other remedies through the Courts if they suffer loss, damage or injury because of a disclosure and we failed to take reasonable precautions and exercise due diligence to prevent the detrimental conduct. We encourage Whistleblowers to seek independent legal advice on the compensation and remedies available to them. They can also contact DFSA or to any other relevant authority if they believe they have suffered detriment as a result of their disclosure.
- 5.5 Current employees have access to the Employee Assistance Program which provides confidential counselling services.

6. Training, Review and Amendment

- 6.1 All employees, directors and officers of Pepperstone will need to have an understanding of this Policy and will receive training.
- 6.2 This Policy will be reviewed on an annual basis (at least) by the Whistleblower Protection Officer having regard to the changing circumstances of the business.
- 6.3 Any amendments to the Policy will be signed off by Pepperstone's General Counsel or Chief Risk & Compliance Officer. Employees, directors and officers of Pepperstone will be notified of any amendments to this Policy and provided with an updated version by email.
- 6.4 A copy of this Policy will be kept on Confluence for Pepperstone employees.

