WHISTLEBLOWER POLICY

POLICY 1007

Michael Hill International Limited ACN 610 937 598 (**Company**)

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1. Purpose

Michael Hill International (Michael Hill) is committed to ensuring employees and stakeholders can raise concerns of misconduct in a protected (and anonymous) manner without fear of threat or victimisation.

This policy:

- Demonstrates the commitment of Michael Hill's Board, Group Executive Team and Management to building a culture of transparency and accountability.
- Aims to educate those within the scope of the policy about the avenues available to them to report concerns regarding misconduct or improper action, and the protection and support offered when making such reports.

2. Scope and application

This Policy applies to eligible whistleblowers. Eligible whistleblowers include current and previous:

- Directors or Officers of Michael Hill and its subsidiaries
- Employees (full time, part-time or casual) of Michael Hill and its subsidiaries
- Contractors and service providers to Michael Hill and its subsidiaries (and their employees)
- Employee of a supplier to Michael Hill
- Spouse, relative or dependant of one of the people referred to above.

3. Statement

Michael Hill is committed to developing a culture of transparency and accountability, where all staff are empowered to raise concerns about misconduct or anything improper, without fear of reprisal.

3.1 What types of concerns are covered by this policy?

To access protection as a whistleblower, you must have reasonable grounds to suspect that the information you are disclosing concerns:

- Misconduct, including conflict of interest, or
- An improper state of affairs in relation to Michael Hill, including conduct that is:
  - Dishonest, fraudulent, or corrupt
  - Negligent, a breach of trust or a breach of duty
  - Contravenes State or Federal Legislation
  - Data breach
  - Fraud/theft
  - Represents a danger to the public, the financial system, or the environment.

This policy does not cover personal, work-related grievances and employment disputes unless the misconduct has significant implications for the Company *(for example: breaks employment law, or suggests systematic misconduct beyond your own circumstances).*

You may have rights and protections under employment or contract law in relation to any of the above and these reports should be escalated to management, or HR, as appropriate.

3.2 Who do I make a whistleblower report to?

If you believe you are a whistleblower with information about misconduct or potential breaches of the law within Michael Hill, you can access whistleblower protection and support when you report or disclose your concerns.

You can report your concerns internally to a Company Officer (director or company secretary), senior executive or a person holding a Protected Disclosure Role. Michael Hill has explicitly authorised the following Protected Disclosure Roles to receive whistleblower reports:

- Chief Financial Officer
- Chief People Officer
- Group Internal Audit and Risk Manager
- Risk and Compliance Manager
- General Counsel & Company Secretary.

The Company Secretary and General Counsel will be the primary contact for the Board to raise any issues.

Michael Hill has also engaged and authorised Xpera (a third-party confidential service) that can take anonymous disclosures:

- **Australia:** 0011 800 3388 1766
- **New Zealand:** 00 800 3388 1766
- **Canada:** 1 800 661 9675
- **Online (all countries):** michaelhill.confidenceline.com

Whilst the above communication channels are preferred, additional disclosures may be made to:

- The Australian Securities & Investments Commission (ASIC) or other Commonwealth body prescribed by the regulations.
- A member of the Parliament or journalist in certain circumstances including:
  - If you have reasonable grounds to believe that reporting your information is in the interest of the wider public, or
  - If you have reasonable grounds to believe that the information you have poses a substantial and imminent danger to public health or safety.

However, whistleblower protections are **not** accessible in these cases **unless** you have previously made a report to ASIC or Australian Prudential Regulation Authority (APRA).

In New Zealand an appropriate authority includes:

- The head of any public sector organisation
- Any officer of Parliament (an Ombudsman, the Controller and Auditor-General or the Parliamentary Commissioner for the Environment)
- The membership body of a particular profession, trade, or calling with the power to discipline its members.

An appropriate authority does not include a Minister or Member of Parliament.

A discloser may also make the disclosure to another person, as long as they do so on a confidential basis and for the purposes of seeking advice about how to make a protected disclosure in accordance with the Act.

Disclosures to the media are not protected under the Act.

3.3 Process following reporting of disclosures

Reports made to the third-party services will be treated confidentially. Only appropriate disclosures will be actioned.

Where a whistleblower's identity is known to the person that receives the report, it will only be disclosed with the whistleblower's consent. If a whistleblower does not give their consent, further internal investigations into the report may be unable to proceed. However, the information may be reported to ASIC, APRA, the Australian Federal Police or to a lawyer for further advice. It is illegal for information that would identify a whistleblower to be revealed outside of these circumstances.

3.4 Investigation process

All matters reported within the scope of this Policy shall be investigated in an objective and fair manner as soon as possible after the matter has been reported. Investigators may include outside parties, including law enforcement agencies, as appropriate. The investigation will be carried out as confidentially as possible. Persons who are the subject of a report will, to the extent permitted by law, have a reasonable opportunity to raise any issues about the conduct of the investigation.

Feedback on the outcome or if further information is required will be provided through an agreed channel of communication. Any feedback on the outcome of the investigation will consider the fair treatment of the persons who are the subject of the investigation.

Should the investigation be deemed a non-whistleblower event, our internal investigation and grievance process will be implemented and where possible we will adopt the whistleblower protections but these cannot be guaranteed.

3.5 Protection and support available to whistleblowers

Michael Hill is committed to protecting and supporting whistleblowers who have disclosed reportable conduct. In addition to the preservation of anonymity, protection is available to whistleblowers when all key whistleblower conditions are met. These conditions are:

- You are a person listed in Section 2 of this Policy.
- The information disclosed is of the kind listed in Section 3 of this Policy.
- The information is disclosed to a person listed in Section 3 of this Policy.

You will be protected against certain actions related to making a whistleblower disclosure, including:

- Criminal prosecution (the disclosure cannot be used against you in a prosecution, unless the disclosure is false)
- Civil litigation (such as for breach of an employment contract, duty of confidentiality, or other contractual obligation), or
- Administrative action (including disciplinary action).

Note that this protection does not grant immunity to you for any misconduct that you were involved in that is revealed in the disclosure. However, if you voluntarily self-report your involvement in corporate misconduct, this will be considered in any further action taken.

Michael Hill also forbids any employee from acting in any way which causes detriment to a person who reports a concern under this policy. Detriment includes:

- Dismissal from employment
- Alteration of your position or duties that disadvantage you
- Discrimination between you and other employees
- Harassment or intimidation

- Physical or psychological harm
- Damage to property, reputation or finances
- Any other damage.

Michael Hill will take all reasonable steps to protect you from suffering detriment, which may include, but is not limited to:

- Ensuring you remain anonymous if you do not consent to being identified
- Transferring you to a mutually agreed role, away from a detrimental environment
- Taking disciplinary action against any person proven to have caused detriment.

3.6 Consequences of making a false report

Anyone who knowingly makes a false report of Reportable Conduct, or who otherwise fails to act honestly with reasonable belief (for example, in the case of an unfounded malicious allegation), in respect of the report may be subject to disciplinary action, including dismissal (in the case of employees).

4. Accountability

The Board has ultimate accountability for this Policy and ensuring Michael Hill develops, implements and regularly reviews the Policy for appropriateness.

5. Responsibilities

5.1 Responsible Person

The Group Internal Audit and Risk Manager and their team are responsible for the development, implementation and ongoing review and oversight of an appropriate whistleblower service.

The Group Internal Audit and Risk Manager will provide a summary of whistleblowing activities to the Audit and Risk Management Committee at each meeting for their consideration and to address any matters at the Company level.

5.2 Employees

All employees are responsible for complying with this Policy and all ancillary processes and procedures.

Any employee found to have breached this Policy may be subject to disciplinary action

6. Reporting (to the Approval Body)

The Responsible Person will provide regular and appropriate reporting to the Audit & Risk Management Committee and will ensure the Approval Body is provided all necessary information to enable them to fulfil its accountability.

7. Definitions

In this policy, unless the context otherwise requires:

Accountability means the obligation to answer for an action; where an individual is held liable for meeting / not meeting agreed targets, objectives, their responsibilities, and the responsibilities for persons whom they are answerable for.

Employees includes a director, secretary, officer, or employee of Michael Hill.

Michael Hill means Michael Hill International Limited including its subsidiaries and related bodies corporate.

Personal work-related grievance or employment dispute will include:

- An interpersonal conflict with another employee

- A decision about your employment (including terms and conditions), transfer, or promotion
- A decision to suspend or terminate your employment or otherwise discipline you.

Protected disclosure: a report of *'Reportable Conduct'* made in accordance with this Policy. To be protected under this Policy, a Whistleblower must:

- Have reasonable grounds to suspect that the information in the allegation is true or likely to be true
- Make the disclosure in accordance with this Policy (to one of the nominated recipients)
- Not themselves have engaged in serious misconduct or illegal conduct in relation to the *Reportable Conduct.*

Reasonable grounds: a reasonable person in your position would also suspect the information being reported indicates misconduct or a breach of the law.

Reportable Conduct: includes conduct by a current or former director, secretary, officer, employee, contractor, consultant, supplier and any other third party who have business dealings with Michael Hill which is reasonably suspected to relate to misconduct, or an improper state of affairs in relation to Michael Hill.

Responsibility means the obligation to act; where an individual has been allocated a task to undertake, where a target or objective has been set in which the individual will be measured against.

Whistleblower: anyone who makes or attempts to make a report of Reportable Conduct under this Policy.

8. Review

This Policy shall be reviewed at least biennially by the Audit and Risk Management Committee.

9. Relevant legislation

This Policy considers the following laws and regulations:

- Australian Whistleblowers Legislation (Treasury Laws Amendment (Enhancing Whistleblower Protections) Act 2019)
- Australian Corporations Legislation (Corporations Act 2001)
- New Zealand's Protected Disclosures (Protection of Whistleblowers) Act 2022.

10. Policy information

Date approved:	June 2025
Responsible Department:	Audit
Version number:	4
Next review date:	June 2027
Approval body:	Audit & Risk Management Committee
Related policies, procedures and forms	Any document with a prefix of 1007
Linkage to RJC COPs	COP 2 Policy and management systems COP 18 Harassment, discipline, grievance procedures and non-retaliation
Policy classification	Compliance