



Whistleblower Policy

1 Introduction

The Navigator Group consists of Navigator Global Investments Limited ('Navigator' or the 'Company') and its domestic and overseas subsidiaries.

The Group's core values include **Ethics & Integrity**, and a commitment to encourage high standards of ethical, moral and legal business conduct.

The Navigator Group provides an avenue for employees to raise concerns and to have the reassurance that they will be protected from reprisals or victimisation for whistleblowing.

This Whistleblower Policy ('Policy') forms part of the Navigator Group's corporate governance framework and has been approved by the Navigator Board of Directors.

The Policy has been formulated to meet Australian requirements under the *Corporations Act 2001* (Cth), *Taxation Administration Act 1953* (Cth), ASIC Regulatory Guide 270 and ASX Corporate Governance Principles and Recommendations. As the Navigator Group operates in multiple countries, this policy is subject to applicable laws in those countries, and as a result, in some cases, whistleblower matters may be handled differently in accordance with those applicable laws.

This Policy and related procedures shall be reviewed periodically by the Audit and Risk Committee to ensure that whistleblower reports are being appropriately recorded, investigated and responded to, and to consider whether any changes are required to the Policy or procedures.



2 Purpose

The purpose of this policy is to:

- encourage employees to report suspected wrongdoing as soon as possible, in the knowledge that their concerns will be taken seriously, be appropriately investigated in a timely manner, and that their confidentiality will be respected;
- reassure employees that they can report genuine concerns knowing that they will be protected, supported and need not fear reprisal, even if they turn out to be mistaken;
- promote the Group's core value to act with ethics and integrity, by encouraging openness and a shared sense of responsibility for the Group achieving high standards of ethical, moral and legal business conduct;
- provide employees with guidance as to how to raise concerns and how the Group will investigate them; and
- provide information on the statutory whistleblower provisions which apply in Australia

3 What is reportable under this Policy?

Whistleblowing is the disclosure of information which relates to **suspected wrongdoing or misconduct** in relation to the Group. Under this Policy, all such wrongdoing or misconduct is referred to as a **Protected Disclosure**.

3.1 What is a Protected Disclosure?

Protected Disclosures often relates to the wrongdoing or misconduct of Navigator Group employees, but can also relate to the actions of a third party such as a service provider, client or supplier. While not an exhaustive list, examples of may include:

- fraud, financial irregularity or misappropriation of funds;
- money laundering, bribery, corruption or theft;
- serious breaches the Group's compliance policies, including in relation to personal dealing or trading in Navigator securities;
- failure to comply with relevant legal or regulatory obligations;
- misleading, deceptive or improper behaviour;
- improper or misleading accounting, financial reporting or taxation practices;
- conduct which represents a danger to any person;
- concealing any of the above; or
- other dishonest, unethical or criminal behaviour.

A Protected Disclosure may not always involve a contravention of a law, but could instead be a systemic issue or concern that a relevant regulator should know about. It could also be a business behaviour or practice that could cause harm to clients, the Group's reputation or poses a danger to the public or financial system.

A Protected Disclosure may also include conduct which comprises retaliation against any person who raises concerns of Reportable Conduct or against someone who helps address a concern raised.

3.2 What is not a Protected Disclosure?

Matters which are not Protected Disclosures and are excluded from the operation of this Policy include personal work related grievances, such as:

- an interpersonal conflict between you and another employee;
- a decision relating to your employment, engagement, transfer or promotion;
- a decision relating to the terms and conditions of your employment or engagement; or
- a decision to suspend or terminate your employment or engagement, or otherwise discipline you.

There are other mechanisms to raise and deal with such issues, namely:

- for Lighthouse employees, these issues should be raised with Head of Human Resources; and
- for other Navigator employees, these issues should be raised with the Group Chief Financial Officer.

3.3 Reasonable grounds

When making a report, you must have **reasonable grounds** to suspect that the information you are disclosing is true. You will not be penalised if the information turns out to be incorrect.

However, you must not make a report which you **know** is untrue or misleading. Such reports will not be protected under this Policy.

4 Making a report

4.1 Who can make a report?

A **Whistleblower** is a person who raises genuine concern about a Protected Disclosure. A Whistleblower may be:

- any employee or contractor of the Group;
- any director or officer of the Group
- any person who supplied services or goods (paid or unpaid) to the Group, including employees of a service provider or supplier
- an individual who is an associate of the Group¹
- family members and dependents of these persons and dependents of the spouse of any such person

If you are a Whistleblower and you have any concerns you should report them under this Policy

4.2 Who should you make a report to?

There are several channels available for making a Protected Disclosure under this Policy:

Navigator Group's Protected Disclosure Officers are eligible to receive Protected Disclosures. The Protected Disclosure Officers are:

Lighthouse Chief Compliance Officer

[Redacted]

Phone:

Email:

[Redacted]

Company Secretary

[Redacted]

Phone:

Email:

[Redacted]

If the Protected Disclosure in some way implicates the above Protected Disclosure Officers, then the disclosure should be made to the Chair of the Audit and Risk Committee in writing, marked private and confidential, to: [Redacted]

¹ As defined by the *Corporations Act 2001* Cth

4.3 Confidentiality of a Whistleblower's identity

A person making a Protected Disclosure may advise that they wish to remain anonymous or place restrictions on who knows their identity. Navigator will use reasonable efforts to comply with these requests and will still make best endeavours to investigate an anonymous disclosure. However, anonymity may not be possible given the size and geographic dispersion of current staffing, and there may be limitations in investigating a disclosure where a whistleblower does not consent to disclosure of their identity.

Navigator will take disciplinary action, which may include dismissal, against any person who makes an unauthorised disclosure of the identity of a person who makes a Protected Disclosure under this Policy or information that is likely to lead to the identification of that person.

It is an offence under the Corporations Act for a person who has directly or indirectly obtained information about the identity of a person who has made a Protected Disclosure, to disclose the identity of that person or information that is likely to lead to the identification of that person, without authorisation from the person making a Protected Disclosure.

All information relating to a Protected Disclosure and its investigation will be retained under strict security and confidentiality. Unauthorised release of information to someone not involved in the investigation without the consent of a whistleblower will be a breach of this Policy except where the disclosure is required by law or it is appropriate to make the disclosure to a regulator.

4.4 Duties of employees in relation to misconduct

Employees of the Navigator Group who become aware of known or suspected cases of misconduct are expected to report that information by making a Protected Disclosure under this Policy.

4.5 How the Group will handle and investigate a report

The Protected Disclosure Officers are responsible for receiving and acting upon disclosures made under this Policy.

The Protected Disclosure Officer will:

- (a) At the earliest opportunity and within no more than 14 days after receipt of a Protected Disclosure, except where the person has chosen to remain anonymous, clearly explain to the person making the disclosure what will happen in relation to the information received;
- (b) When requested, make arrangements to ensure that disclosures can be made privately and, if necessary, away from the workplace;
- (c) Reduce to writing and date any disclosures received orally;
- (d) Determine the appropriate action to be taken in relation to a disclosure, for example:
 - i. No action;
 - ii. Conduct, or request that another staff member conduct, a preliminary or informal investigation;
 - iii. Request that another person take responsibility for dealing with the disclosure;
 - iv. Conduct a formal investigation or request that another staff member or external party conduct a formal investigation;
 - v. Referral to an external authority, such as the police, for investigation or other appropriate action; and
 - vi. Make a recommendation to the Chair of Audit & Risk Committee regarding disciplinary action.

- (e) Deal with disclosures impartially;
- (f) Report to the Chair of the Audit & Risk Committee on the findings of an investigation and recommended action;
- (g) Take all necessary and reasonable steps to ensure that the identity of persons who make disclosures, and the subjects of disclosures, are kept confidential unless authorisation from the person making the Protected Disclosure is provided; and
- (h) Support persons who make Protected Disclosures, noting that Navigator may not be able to extend the full level of protections and support to persons who are not employed by Navigator.

4.6 Fair treatment of individuals mentioned in Protected Disclosures

Where investigations or other enquiries do not substantiate a Protected Disclosure, the fact the enquiry has been carried out, the results of the enquiry, and the identity of any person the subject of the disclosure will remain confidential, unless the subject of the disclosure requests otherwise.

Subject to compliance with any legal requirements, an employee who is the subject of a Protected Disclosure has the right to:

- Be informed as to the substance of the allegations;
- Be given a reasonable opportunity to put their case (either orally or in writing) to the Protected Disclosure Officer; and
- Be informed of the findings in respect of the Protected Disclosure.

4.7 Notification of Findings

Subject to any confidentiality restrictions or other legal requirements, and provided a person who makes a Protected Disclosure has not chosen to remain anonymous, the person will be notified, within six months of the disclosure being made, of Navigator's findings in respect of the disclosure.

The findings may be that an allegation has been fully substantiated, partially substantiated, is not able to be substantiated or is disproven.

If a Protected Disclosure is made in accordance with this Policy, the Protected Disclosure Officer (or if applicable, the Chair of the Audit and Risk Committee) is responsible for the six-month notification to the person who made the disclosure.

5 Protections

5.1 Protection against Detriment

If a person causes you any detriment or threatens to cause you detriment because that person believes or suspects that you have made, propose to make or could make a Protected Disclosure under this Policy or the Corporations Act, you must immediately bring the allegations to the attention of a Protected Disclosure Officer.

All employees must abstain from any activity that is or could be perceived to be victimisation or harassment of persons who make disclosures under this Policy. Navigator Group will take disciplinary action, which may include dismissal, against any person who causes detriment or threatens to cause detriment to a person because they believe or suspect that the person has made, proposes to make or could make a Protected Disclosure under this Policy.

For the purposes of this Policy, '**detriment**' means dismissal, injury of an employee in his or her employment, alteration of an employee's position or duties to his or her disadvantage, discrimination, harassment,

intimidation, harm or injury to a person including psychological harm, damage to a person's property, reputation, business or financial position, and any other damage to a person.

The Corporations Act provides that a court may order a person who causes detriment to a whistleblower to pay the whistleblower compensation in respect of any loss or damage suffered.

5.2 Protection against actions

A person who makes a disclosure which qualifies for protection under this Policy is not subject to any liability for making the Protected Disclosure and no action, claim or demand may be taken or made of or against the person for making the disclosure.

A person who has made a Protected Disclosure is taken not to have committed any offence against any legislation which imposes a duty to maintain confidentiality with respect to any information disclosed.

5.3 Protected Disclosures under the Corporations Act

Part 9.4AAA of the Corporations Act provides special protection to disclosures made by whistleblowers where the conditions detailed in the Act are satisfied. Section 1317AA details the conditions under which a disclosure qualifies for protection under the Corporations Act. The conditions broadly relate to a disclosure being made:

- i. by an eligible whistle-blower;
- ii. to an eligible recipient; and
- iii. about information which is a disclosable matter under the Corporations Act.

The information in this Policy regarding to whom disclosures that qualify for protection under this Policy may be made, how Navigator will investigate disclosures that qualify for protection and how Navigator will ensure fair treatment of employees who are mentioned in disclosures that qualify for protection or to whom such disclosures relate, applies equally to a disclosure which qualifies for protection under Part 9.4AAA of the Corporations Act.

Former officers and employees of a Navigator entity and certain of their relatives (including their spouse, parent, child, brother or sister) are eligible whistleblowers who may make protected disclosures under this Policy or the Corporations Act.

Aside from making a disclosure under this Policy, individuals are free to make a protected disclosure at any time directly to an external party, such as the Australian Securities and Investment Commission (ASIC), the Australian Prudential Regulation Authority (APRA) and the Australian Federal Police, as provided for in Part 9.4AAA of the Corporations Act or under any other law.