



## WHISTLEBLOWER POLICY

### 1. Introduction

Lucapa Diamond Company Limited (“LOM”, “Lucapa” or “the Company”) is committed to the highest standards of ethical behaviour in the conduct of its business activities. The Whistleblower Policy encourages both current and former employees, officers, and contractors, as well as their spouses and dependents, and anonymous disclosures to report instances of Reportable Conduct, whether actual or suspected.

A whistleblower is someone who discloses Reportable Conduct to people that have the power to take corrective action.

This policy provides such a method whereby personnel can report their concerns freely and be protected from reprisals and encourages the reporting of such conduct.

(The definitions of key terms used in this policy are detailed at the end of the document).

Both current and former employees, officers, and contractors, as well as their spouses and dependants, who make such a report will be supported and protected. All reports received will be investigated, in line with best practice and the identity of the whistleblower will be kept confidential, within the definition of this policy.

The Corporations Act 2001, as recently amended, provides additional support to whistleblowers (as defined by the Act). An Information Sheet on the protections and methods of reporting provided by the law, is at Appendix C.

This policy is available on the Company’s website and should be read in conjunction with the Company’s Code of Conduct.

The Company’s subsidiaries and associated businesses are required to implement their own whistleblower policies taking into account local requirements and legislation.

### 2. Purpose

The purpose of this policy is to establish and implement a whistleblower protection program which:

- encourages reporting instances of Reportable Conduct, whether actual or suspected;
- encourages the reporting of behaviour that may result in financial or non-financial loss, or reputational damage to the Company;
- assist to create a culture within the Company that encourages our people to speak up and raise breaches of internal rules or policy, or Reportable Conduct relating to the Company, its branches, directors, officers, and employees;
- enables the Company to deal effectively with reports received from whistleblowers so that the latter’s identity and the information reported, remains confidential;
- outlines how you are protected against reprisal by any person, internal or external to the Company;
- plays a key role in detecting Reportable Conduct and assists in achieving good corporate governance and complies with applicable legislation.

### 3. Persons to whom this policy applies

This policy applies if you meet the definition of an ‘eligible whistleblower’ which includes most people with a connection to a company who may be in a position to observe or be affected by misconduct and may face reprisals for reporting it.

You must be a current or former:

- employee of the Company, or a related company or organisation;
- officer (a director or company secretary) of the Company, or a related company or organisation;
- contractor, or an employee of a contractor, who has supplied goods or services to the Company, or a related company or organisation. This can be either paid or unpaid, and can include volunteers;
- associate of the Company, usually a person with whom the company acts in concert;
- trustee, custodian or investment manager of a superannuation entity, or an officer, employee, or a goods or service provider to a trustee, custodian, investment manager, or
- spouse, relative or dependant of one of the people referred to above.

Prepared by:	Company Secretary	Review Date:	29/03/2025
Approved by:	Board of Directors	Approver’s Signature:	Stephen Wetherall

Document No:	LOM-COR-011-POL
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While you must hold or have held one of these roles to access the protections, you do not have to identify yourself or your role, and you can raise your concerns anonymously.

#### 4. The Whistleblower Process

##### Duty to disclose Reportable Conduct

It is expected that employees will report known, suspected, or potential cases of “reportable conduct”. “Reportable conduct” is conduct that is illegal, unacceptable or undesirable, or concealment of such conduct. It includes:

Misconduct, such as;

- Fraudulent or corrupt behaviour;
- Adverse behaviour;
- Legal or regulatory non-compliance;
- Questionable accounting or auditing practices; or
- An improper state of affairs or circumstances.

This information can be about the Company, or an officer or employee of the Company, engaging in conduct that:

- Breaches the Corporations Act;
- Breaches other financial sector laws enforced by Australian Securities and Investments Commission (‘ASIC’) or Australian Prudential Regulation Authority (‘APRA’); or
- Commits an offence against any other law of the Commonwealth or local jurisdiction that is punishable by imprisonment for a period of 12 months, or represents a danger to the public or the financial system.

Failure to report such issues could result in disciplinary action.

##### What Information will be needed, when making a report?

When making a report in person or by phone, you will be asked to provide information regarding the matter you wish to report. This may include:

- The name, job title and location of those involved in the Reportable Conduct;
- The nature of the conduct;
- The period for which the conduct has been occurring;
- The date when the conduct first became known;
- How the conduct became known;
- Whether evidence of misconduct is available, and if so, what type;
- Details of any witnesses;
- Any concerns you may have that reprisals or recriminatory action may be taken against you, as a consequence of making the report;
- Whether you wish to remain anonymous;
- Your personal details, if you do not wish to remain anonymous; and
- Any other relevant information.

Lucapa respects your right to report anonymously and welcomes all reports made in accordance with this policy. As a practical point for anonymous reports, we will likely not then be able to provide you with progress reports on the investigation or the outcome.

##### Making a report

###### Internally

You must make your disclosure to:

- A director, Company secretary, Company officer, or senior manager of the Company;
- An auditor, or a member of the audit team, of the Company; or
- a person authorised by the Company to receive whistleblower disclosures.

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Refer Appendix B for contact details of persons authorised for this purpose.

An 'officer' includes a director or Company secretary of a Company or organisation. A 'senior manager' is a person other than a director or Company secretary who makes or participates in making decisions that affect the Company or have the capacity to significantly affect the Company's or organisation's financial standing. This will generally be senior executives within the Company and may include chief executive officers, chief financial officers and chief operating officers.

## Externally

You can report your concerns externally, to the company's auditor, your lawyer or ASIC's whistleblower complaints service.

Whistleblowers can provide their name and contact details when they report or you can report anonymously. There is no formal registration process for whistleblowers; the protections apply to anyone who meets the criteria.

Only a properly accredited legal practitioner who understands your circumstances can give you legal advice. This is especially important if you are thinking of acting on the rights the whistleblower protections give you.

Whistleblowers can access the legal rights and protections from when they report to ASIC with a report of potential misconduct or breaches of the law.

You can lodge a report with ASIC through:

- ASIC's online misconduct reporting form:  
<https://asic.gov.au/about-asic/contact-us/how-to-complain/report-misconduct-to-asic/>
- Or in writing:  
Australian Securities and Investments Commission  
GPO Box 9827  
Brisbane QLD 4001

Whistleblower reports can be made to the Police, if there are grounds to believe that a crime has been, or will be, committed.

If you have made an internal report of the matter, which has not been properly addressed you have a legal right to contact:

- A legal practitioner, for the purpose of obtaining legal advice, or legal representation in relation to the disclosure; or
- The relevant regulatory body; or
- An auditor employed by Lucapa.

## 5. Protection of Whistleblowers

Whistleblowers have the right to remain anonymous. Should the whistleblower choose to divulge his/her identity, it will be disclosed only where necessary for the purposes of investigation.

Information received from a whistleblower will be held in the strictest confidence by the Company and will only be disclosed to persons external to the investigation, if:

- a) The whistleblower consents in writing to the disclosure; or
- b) Lucapa is compelled by law, to disclose the information.

(for 'qualifying disclosures' as defined in the Corporations Act 2001, it is an offence for any individual to disclose the matters reported in any other circumstances).

Lucapa will take the steps necessary to protect whistleblowers and ensure that they are not disadvantaged on account of making the report. 'Disadvantage' includes:

- Dismissal;
- Demotion;

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- Any form of harassment;
- Discrimination; and
- Any form of bias.

**Exclusions to the Whistleblower protections**

The protections will not extend to disclosures about personal employment or workplace grievances such as interpersonal conflicts, transfer, promotion or disciplinary decisions. Unless the report also raises significant implications for the Company.

**6. False Reporting & Failure to Report**

Any employee or officer who:

- has made a false report, purporting to be a whistleblower; or
- is aware of Reportable Conduct but chooses not to report it,

will be subject to disciplinary proceedings, in accordance with Lucapa’s policies and procedures.

In the event that a third-party whistleblower (e.g. a contractor), makes a false report or fails to report serious misconduct, they may be liable to legal action.

**7. Unauthorised Release of Information**

Should an employee become aware of any information provided by a whistleblower, they must not release the information to a person who is not involved in the investigation or resolution of the matter. Similarly, the whistleblower’s identity, or any information that may lead to his/her identification, must not be released. A breach of these restrictions will be regarded as a serious disciplinary matter.

**8. Definitions**

**Corruption:**

Dishonest activity in which a director, executive, manager, employee or contractor of an entity acts in a manner which is contrary to the interests of the entity and abuses his/her position of trust in order to achieve personal gain or advantage for themselves, or for another person or entity.

**Fraud:**

Dishonest activity causing actual or potential financial loss to any person or entity, including theft of money or other property by employees or persons external to Lucapa. This activity is considered fraudulent whether or not there is deception at the time, immediately before or immediately following the activity.

Dishonest activity includes the deliberate falsification, concealment or destruction of documentation, used or intended for business purposes, or the improper use of information, or an employee’s position within Lucapa.

**Whistleblower:**

A person who makes, attempts to make, or wishes to make a report in connection with Reportable Conduct. A whistleblower may or may not wish to remain anonymous.

Authorised on behalf of the Lucapa Board of Directors.



Stephen Wetherall  
Chief Executive Officer & Managing Director

Dated: 29 March 2023  
Review Date: 29 March 2025

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Appendix A – Whistleblower Report

Whistleblower Report

INFORMATION REQUIRED	RESPONSE
Name, job title and location of perpetrator/s:	
Nature of the conduct (e.g. fraud, corruption etc.):	
Details of the conduct:	
Date when suspected matter first became known:	
Approximate period that the suspected matter has been occurring:	
How suspected matter became known:	
Whether evidence of claim is available, and if so, what type:	
Details of any witnesses:	
Are you concerned that reprisals or recriminatory action may be taken against you as a consequence of lodging this report?	
Any other relevant information:	
Do you wish to remain anonymous?	Yes <input type="checkbox"/> No <input type="checkbox"/>

**B. DETAILS OF WHISTLEBLOWER (ONLY TO BE COMPLETED IF YOU DO NOT WISH TO REMAIN ANONYMOUS)**

Name:	
Job Title:	
Location:	
Immediate Manager:	
Personal mobile number:	
Personal email address:	

**C. CONSENT**

I consent to the use of the information provided in this report, in accordance with Lucapa’s policies and all relevant laws and regulations.    Yes

Any whistleblower reporting which is suspected to be improper will be protected by this policy and all correspondence will be held in the strictest confidence. False reporting of conduct is a serious matter and the person concerned will be subject to disciplinary or legal action.

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## Appendix B – Contact Details

Persons authorised by the Company to receive whistleblower disclosures:

<b>Position</b>	<b>Name</b>	<b>Email address</b>	<b>Contact number</b>
Chairman	Miles Kennedy	miles@mileskennedy.com.au	+61 8 9381 5995
Company Secretary	Mark Clements	mclements@lucapa.com.au	+61 8 9381 5995
Auditor (Greenwich & Co)	Rafay Nabeel	Rafay.Nabeel@greenwichco.com	+61 8 6555 9500

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## Appendix C – Legal Protection of Whistleblowers

The Corporations Act 2001 ('the Act'), as recently amended, provides support to whistleblowers, as defined within the Act.

Lucapa is a regulated entity for the purpose of the Act. A disclosure of Reportable Conduct by a whistleblower qualifies for protection under the Act if:

- a) The discloser is an eligible whistleblower in relation to a regulated entity; and
- b) The disclosure is made to an eligible recipient in relation to the regulated entity.

**Reports made in accordance with the Lucapa Whistleblower Policy will also meet the requirements of the Act.**

The legal protections provided to whistleblowers are very similar to those set out in this policy. In addition, the law provides for Emergency Disclosure of Reportable Conduct, where there is an imminent risk of serious harm or danger to:

- a) Public health or safety; or
- b) The general financial system,

if the information is not acted on immediately and a prior report to an eligible entity has not received a response, within a reasonable time period.

A whistleblower is also protected by law, where a report is made to the Commissioner of Taxation to assist the Commissioner in performing duties in relation to an entity to which the whistleblower is associated.

In the extreme circumstances listed above, Lucapa recommends that a whistleblower obtains the appropriate legal advice, before making a disclosure.

For more information on the protections available to whistleblowers under the law, please refer to the website of the Australian Securities and Investments Commission at [www.asic.gov.au](http://www.asic.gov.au)

Prepared by:	Company Secretary	Review Date:	29/03/2025
Approved by:	Board of Directors	Approver's Signature:	Stephen Wetherall

Document No:	LOM-COR-009-POL
Revision No:	3.0
Issue Date:	20/04/2023
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