

Adslot.

**Adslot Limited
(Adslot)**

**Whistleblower
Policy**

Amended: January 2020

Commitment

Adslot is committed to the highest standards of ethical conduct in all of our business activities. We are committed to fostering a culture where people feel safe to speak up on matters that concern them.

This policy provides for processes and protections provided by Adslot regarding the disclosure of Reportable Conduct. Adslot must comply with the obligations relating to protection of whistleblowers in the Corporations Act 2001 (Cth) and equivalent legislation in other jurisdictions.

Purpose of this policy

The purpose of this policy is to support Adslot's commitment to the highest standards of ethical conduct and to provide everyone working at Adslot (and other Adslot stakeholders identified below) with the means to raise concerns, without the fear of retaliation, regarding Reportable Conduct.

This policy aims to provide clarity on how Adslot will respond to reports of Reportable Conduct and how it supports you so that you:

- Are encouraged to express your concerns;
- Know how to express your concerns;
- Know what will happen when you express your concerns; and
- Feel safe in expressing your concerns.

Who is covered by this policy?

This policy applies to all businesses in the Adslot group globally. It is applicable to all current and former directors, officers, employees, associates and contractors (or any relative or dependent of these persons), as well as Adslot's suppliers and service providers and other persons who may be aware of Reportable Conduct concerning Adslot or any of its directors, officers, associates, employees or contractors.

What is "Reportable Conduct"?

Reportable Conduct can be actual or suspected and is anything that concerns misconduct or an improper state of affairs or circumstances in relation to Adslot, including that which is:

- Dishonest;
- Illegal or Fraudulent;
- Corrupt;
- A questionable practice relating to accounting or similar financial controls;
- A conflict of interest;
- An inappropriate offering or receiving of gifts or entertainment;
- Theft or embezzlement;
- A disclosure or misappropriation of confidential information;

- A danger to the environment or workplace health or safety;
- A danger, or represents a danger, to the public or financial system;
- Harassment, discrimination or bullying;
- Violent or threatening;
- Indicative of a violation of local laws (including local taxation laws);
- Unethical or otherwise has the potential to damage Adslot's reputation;
- A violation of Adslot policy, such as Adslot's Code of Conduct; or
- Attempts to conceal any of the above

Reportable Conduct also includes any conduct which comprises retaliation against any person who raises concerns of Reportable Conduct under this policy or against anyone who helps address a concern raised.

For the avoidance of doubt, Reportable Conduct does not include 'personal work-related grievances'. These are generally grievances relating to an employee's current or former employment or engagement (or that of their relative or dependent who is an employee) that have implications for that person personally, and that do not have broader implications for Adslot. For example, an interpersonal conflict between employees, or a decision relating to employment or engagement, such as a transfer, promotion or disciplinary action of an employee.

How do I raise a concern about possible Reportable Conduct?

If you are an employee of Adslot and you become aware of any conduct which you consider or believe, on reasonable grounds, may be Reportable Conduct, then you should initially raise it with an executive manager within your business division or function. In many cases, this should satisfactorily address your concern.

If you believe that you have been subject to harassment, discrimination or bullying, then you should first raise the issue in accordance with your local HR grievance procedures.

Adslot also recognises that there may be issues of such sensitivity that you do not feel comfortable raising with an executive manager or through your local HR processes or you may feel that a concern you have raised has not been adequately addressed. If that is the case, then you can submit a formal report of Reportable Conduct in accordance with the processes below.

How do I submit a report?

To submit a formal report of Reportable Conduct, you can report the matter to the following Whistleblower Officers, in person or by phone or email:

James Craig, Chief Product Officer
James.craig@adslot.com
 Mobile: +61 (0)413 390 113

Sarah Morgan, Non Executive Director and
 Chair of the Audit & Risk Committee
sarah.morgan@adslot.com
 Mobile: +61 (0)419 328 097

Reports can also be made in writing to:

The Whistleblower Officer
Adslot Ltd
Level 2, 419 Collins Street,
Melbourne
Victoria 3000

Assessment of disclosure

A report made of Reportable Conduct will be assessed by the Whistleblower Officers to ensure the disclosure falls within the intended scope of this policy. Adslot has the discretion to determine that a disclosure will not be dealt with under this policy, provided that the disclosure does not fall within the scope of applicable whistleblower legislation.

Conducting an investigation

Once a report of Reportable Conduct has been received, one or both of the Whistleblower Officers will investigate the matter.

In some cases, it may not be possible to investigate a disclosure. This might happen if insufficient information has been provided or if the reporter has not responded to requests for further information.

Investigations by the Whistleblower Officers will follow a fair and objective process and be conducted in as timely a manner as the circumstances allow.

A person who makes a report under this policy will not directly be part of the investigation, though a Whistleblower Officer may request more information from them.

If you are approached as part of an investigation you are required to provide assistance, as requested, in a discreet and timely manner and to maintain confidentiality of the whistleblower's identity (if known) at all times.

The investigation determines the facts through interviews and/or review of documents as necessary. Unless there are confidentiality or other reasons not to do so, persons to whom the disclosure relates will be afforded procedural fairness – they will be informed of the allegation at an appropriate time and will be given a chance to respond to the allegations made against them.

The Whistleblower Officers will report their findings and make recommendations about what action (if any) will be taken to the Chair of the Adslot Board of Directors.

For serious and material Reportable Conduct, the Whistleblower Officers may refer the matter directly to the Chair of the Adslot Board of Directors.

Corrective action – If necessary, corrective actions will be recommended to the appropriate managers for implementation.

Feedback – If deemed appropriate and subject to confidentiality, the whistleblower may be notified of the conclusion of the investigation and any action taken.

If you are an external party and your report is assessed as relating to a concern or complaint about a product or service provided by Adslot rather than to Reportable Conduct, then the report will be referred to the Head of Client Services for further investigation and resolution.

Can I make an anonymous report?

When making a disclosure, you may do so anonymously. Whilst you are encouraged to share your identity when making a disclosure, as it will make it easier for Adslot to address your disclosure, you are not required to do so.

If you do not share your identity, Adslot will assess your disclosure in the same way as if you had revealed your identity. However, there may be some practical limitations in conducting the investigation if you do not share your identity.

During an investigation, your identity will not be disclosed, but Adslot may have to disclose facts which might reveal your identity. This disclosure will only happen when it is reasonably necessary for the effective investigation of the matter. If this happens, all reasonable steps will be taken to reduce the risk that you will be identified

Will my report be treated confidentially?

For reports of Reportable Conduct made on reasonable grounds under this policy:

- the information you provide will be shared only on a strict “need-to-know” basis as reasonably necessary for the effective investigation of the concern raised;
- we may need to let the person subject to the report know that a report has been made about them for the purpose of providing them with an opportunity to respond;
- in appropriate circumstances, it may be necessary or mandatory to reveal the information and your identity to law enforcement or regulatory agencies;
- in any case, all reasonable steps will be taken to protect your identity; and
- (except as specified above) your identity will not be disclosed without your consent.

All information received will be treated securely. Files and records created from an investigation will be retained only for as long as is necessary and under strict security protocols.

Will I be protected if I submit a report?

Adslot will not tolerate any retaliation against any person who raises (or attempts to raise) a report of Reportable Conduct based on reasonable grounds, or a person who helps to address or investigate a concern raised. Retaliation occurs where a person causes or threatens detriment to another person, which may include (but is not limited to):

- disadvantage or discrimination in employment (e.g. demoting, dismissing or suspending a person);
- harassment, bullying or intimidation;
- unlawful discrimination;
- harm or injury (physical or psychological harm);
- any damage to a person, including their property, reputation or financial position; or
- any of the above actions when carried out against any person associated with the whistleblower.

Any such retaliatory action is grounds for disciplinary action, including dismissal. In some cases, retaliatory action may attract civil or criminal liability.

You should immediately inform a Whistleblower Officer if you are concerned that:

- You may be, are being, or have been subjected to retaliatory action; or
- Your disclosure has not been dealt with in accordance with this policy.

However, a person reporting Reportable Conduct may be held liable for any personal misconduct revealed by their disclosure.

Reporting

The Whistleblower Officers will maintain a record of the investigations of Reportable Conduct they undertake and report them to the Company Secretary.

The Company Secretary will report on whistleblower incidents quarterly to the Audit & Risk Committee.

The reports by the Whistleblower Officers and the Company Secretary will be made on a 'no names' basis, maintaining the confidentiality of matters raised under this policy.

In addition, serious or material Reportable Conduct may be the subject of immediate referral to the Chair of the Audit & Risk Committee.

Reporting to regulators

Nothing in this policy is intended to restrict you from disclosing Reportable Conduct, providing information to, or communicating with a government agency, law enforcement body or a regulator in accordance with any relevant law, regulation or prudential standard applicable in a jurisdiction in which Adslot operates.

Implementation of this policy

This policy must be implemented in accordance with the local laws of the relevant jurisdiction in relation to which a disclosure is made. To the extent of any inconsistency between local jurisdictional requirements and the requirements of this policy, the local jurisdictional requirements will prevail.

Availability of this policy

This policy is available on the Adslot internal hub for the group globally and will be made available to people outside the Adslot group on request to a Whistleblower Officer or the Company Secretary.

Review of this policy

The Audit & Risk Committee will monitor and annually review the effectiveness of this policy.

Amendment of this policy

This Policy can only be amended with the approval of the Audit and Risk Committee of Adslot Limited.

Created: December 2019

This version of the Policy was approved by the Audit & Risk Committee on 30 January 2020

ADDENDUM FOR AUSTRALIAN WHISTLEBLOWERS

Whistleblower Protection Laws in Australia prescribe that whistleblower policies must include certain information about the protections available to Australian whistleblowers, and other important matters such as those outlined in this addendum.

None of the below should be construed as limiting the rights or protections of whistleblowers in other jurisdictions in which Adslot operates.

Other disclosure avenues within Adslot

If for any reason you believe that you are unable to report your concern to a Whistleblower Officer, then you may contact a director, officer or auditor of Adslot or any of Adslot's related bodies corporate and make your disclosure to one of these individuals. If the concern relates to the tax affairs of Adslot, you may also contact an auditor, secretary or any other employee or officer who has functions or duties relating to the tax affairs of Adslot.

Disclosures to regulators

Disclosures of Reportable Conduct may also be made to certain regulators in the Australian jurisdiction (such as ASIC, APRA or the Tax Commissioner in relation to certain tax affairs), in accordance with local Australian laws and regulations, including by Adslot where required.

Whilst you are strongly encouraged to use internal reporting channels first before making disclosures to external bodies, nothing in this policy limits your right to use these external channels if you consider them to be more appropriate in the circumstances. This policy continues to provide protections to persons who choose to make disclosures in this way.

Emergency and public interest disclosures

In specified circumstances 'emergency disclosures' may also be made to a member of parliament or a journalist. Importantly, such disclosures will be protected only if they have already been made to ASIC, APRA (or another prescribed body) and where the discloser believes there is a substantial or imminent risk to public health and safety (or the environment). A public interest disclosure may be made in circumstances where 90 days have passed since the whistleblower's original disclosure to one of the prescribed regulators and they believe, on reasonable grounds, that further disclosure would be in the public interest. The discloser must give the original recipient written notice of their intention to make an emergency or public interest disclosure. Disclosures will not be protected as public interest disclosures or emergency disclosures if they relate to tax affairs.

Disclosures to legal practitioners

Finally, nothing in this policy limits your right to make a disclosure to a legal practitioner for the purposes of obtaining legal advice as to whether and what protections may apply to you under this policy.