Whistleblower Policy

Prime Financial Group Ltd (ASX: PFG)

Version: Approved by Board November 2025

1. Background

1.1 Overview

Prime Financial Group Limited ('Prime' or the 'Company') is a market leading Advice, Capital & Asset Management Group. Prime does not tolerate illegal, unacceptable or undesirable conduct by its employees.

The Whistleblower Policy (the 'Policy') forms part of Prime's risk management framework. Overall governance of the Whistleblower Program is overseen by the Prime Board. The day-to-day operation of the Whistleblower Program is managed by the Managing Director & Chief Executive Officer (MD & CEO) and Company Secretary.

It is expected that employees will report known, suspected or potential cases of disclosable matters. This includes fraud, corrupt conduct, adverse behaviour, legal or regulatory non-compliance or questionable accounting and auditing practices. Failure to raise issues could result in disciplinary action and even termination of employment.

A well-functioning Whistleblower Program will ensure that Prime operates within the law and consistent with its corporate values including accountability.

1.2 Statement of Commitment

Prime is committed to providing appropriate and adequate support to, and protecting the confidentiality, wellbeing, career and reputation of any person making a report under this Policy.

Prime will treat all reports made under this Policy seriously.

2. Objectives

The objectives of this Policy are to:

- Support Prime's values and its Code of Conduct
- Encourage more disclosures of wrongdoing
- Ensure that disclosures under this Policy are dealt with appropriately and on a timely basis
- Help deter wrongdoing, in line with Prime's risk management and governance framework
- Ensure individuals who disclose wrongdoing can do so safely, securely and with confidence that they will be protected and supported; and
- Provide transparency around Prime's framework for receiving, handling and investigating disclosures.

3. Scope

This Policy applies to all instances of disclosable matters in relation to all the entities within Prime.

The Policy does not apply to customer complaints about Prime, its staff or contractors. Customers can raise complaints about Prime in accordance with the Complaints Handling Policy.

This Policy is applied in accordance with the laws of the relevant jurisdictions where Prime operate.

4. Roles and Responsibilities

Prime has clearly defined roles and responsibilities for whistleblowing across the Company.

The specific responsibilities for each key stakeholder group are:

4.1 Board

Prime's Board is responsible for approving the Whistleblower Policy and ensuring that processes are robust and defendable.

The Board also monitors whether resources to implement the Whistleblower Program are sufficient and independent.

4.2 Managing Director & CEO (MD & CEO) & Company Secretary

The MD & CEO and the Company Secretary will review the Policy on a regular basis to ensure it continues to reflect Prime's practices and is consistent with industry standards and guidelines.

The MD & CEO and Senior Leadership Team (SLT) will also cultivate a culture that encourages the reporting of disclosable matters.

4.3 Whistleblower Protection Officer

Prime will appoint an appropriately qualified and suitable person to the position of Whistleblower Protection Officer. Prime's Whistleblower Protection Officer has direct and appropriate access to independent financial and legal advisers as required.
The Whistleblower Protection Officer is responsible for:

- Maintaining and protecting the strictest confidentiality of the Eligible Whistleblower; and
- Safeguarding the interests of the Eligible Whistleblower.

Prime's nominated Whistleblower Protection Officer is the Chief Operating Officer.

4.4 Whistleblower Investigation Officer

The role of the Whistleblower Investigation Officer is to independently investigate the substance of a report to determine whether there is evidence to support the matters raised, or alternatively, to refute the report made.

The Whistleblower Investigation Officer should also undertake ongoing training to ensure that they are aware of up-to-date requirements relating to Whistleblower emerging trends and issues.

Prime's nominated Whistleblower Investigation Officers are the Company Secretary and/or the General Manager – Wealth & SMSF.

5. What is a disclosable matter?

A disclosable matter is defined as any behaviour of activity, in the past, present or in the future, that:

- Is dishonest, fraudulent or corrupt, including bribery or other activity in breach of the Anti-bribery Policy
- Is an illegal activity (such as theft, drug sale or use, violence, harassment or intimidation, criminal damage to property, breach of competition and consumer law, privacy law or any other breaches of state or federal law)
- Represents a danger to the public or to the financial system
- Is unethical or in breach of Prime's internal policies
- Is a serious threat to the health and safety of any individual(s) and to the environment
- Is detrimental to Prime's financial strength or reputation in the community
- Represents improper conduct relating to accounting practices, internal controls, compliance and external audit
- May cause financial loss to Prime or damage its reputation or be otherwise detrimental to Prime's interest(s)
- Concerns any other kind of serious misconduct or an improper state of affairs or circumstances; or
- Is concealing a disclosable matter.

A disclosable matter generally does not include personal work-related grievances, as described in section seven (7) of this Policy.

Reports must be based on a reasonable ground that the information disclosed is true. There will not be negative consequences if the information turns out to be incorrect, but an individual must not make a report that they know is not true or is misleading. Making a false report is considered a serious matter and may result in disciplinary action.

6. Who can make a disclosure?

An Eligible Whistleblower is a person who is, or has been:

- A full time, part-time or casual employee of Prime
- A director or other officer (e.g. a company secretary) of Prime

- A Prime contractor, consultant, supplier or service provider (or one of their employees or sub-contractors)
- An associate of Prime including all joint venture partners; or
- A relative, spouse or dependent of one of the above (or a dependent of their spouse).

People that fall into one of the following categories may not be covered under the whistleblower protections:

- Employees that are experiencing employment disputes or a personal work-related grievance
- Competitors; and
- Customers or clients.

7. What is a personal work-related grievance?

Personal work-related grievances are not generally considered to be a disclosable matter.

Any personal work-related grievances should be raised directly with the Director – People & Culture or a People & Culture Manager.

Personal work-related grievances are matters in relation to a person's employment with Prime that have implications for an employee (i.e. matters solely related to an individual's personal employment). Examples of personal work-related grievances include:

- A conflict between two Prime employees
- A complaint of bullying, harassment and discrimination or unfair treatment
- A decision relating to a promotion or transfer; or
- A decision relating to the termination of employment.

In some limited instances, a personal work-related grievance can be covered by this Policy.

Examples are where:

- It includes information about misconduct, or information about misconduct includes or is accompanied by a personal work-related grievance (mixed report)
- Prime has breached employment or other laws punishable by imprisonment for a period of 12 months or more, engaged in conduct that represents a danger to the public, or the disclosure relates to information that suggests misconduct beyond the discloser's personal circumstances
- The discloser suffers from or is threatened with detriment for making a disclosure; and
- The discloser seeks legal advice or legal representation about the operation of the whistleblower protections under the Corporations Act (2001).

8. How to escalate a disclosable matter?

8.1 What information needs to be included in a report?

Sufficient information needs to be obtained to form a reasonable basis for an investigation. It is important that as much information as possible is provided in the report. This includes but is not limited to the following information:

- A description of the events that may have transpired
- The name of the person(s) involved
- The date and time of the event
- Location
- Evidence of the events (e.g. emails, letters and any other relevant documentation); and
- Any possible witnesses to the event.

The Whistleblower Investigation Officer may need to request further information should there not be sufficient detail regarding the event. Without the additional information, the Whistleblower Investigation Officer may not be able to carry out their investigation and the event may therefore be closed.

8.2 How to report a concern?

A disclosable matter can be escalated internally or externally.

8.2.1 Reports

Should an Eligible Whistleblower wish to make an internal report, they can do so by making contact with the following individuals:

Name	Contact Details
Whistleblower Investigation Officer	**Role:** Company Secretary **Phone:** 03 9827 6999 **Email:** alicias@primefinancial.com.au
Board Chair	**Phone:** 03 9827 6999 **Email:** Simonm@primefinancial.com.au
Whistleblower Protection Officer	**Role:** Chief Operating Officer **Phone:** 03 9827 6999 **Email:** natalies@primefinancial.com.au

A report can be made to the above-mentioned people in writing (e.g. via email or a letter) or verbally.

The Eligible Whistleblower can raise a report through the following email address, which is only accessible by the Whistleblower Investigation Officer and Whistleblower Protection Officer:

Email: whistleblower@primefinancial.com.au

8.2.2 Making a disclosure anonymously

A report may be submitted anonymously if you do not wish to disclose your identity. Generally, you are encouraged to provide your name because it will make it easier for us to address your disclosure. For example, the context in which you may have observed the potential misconduct is likely to be useful information, and we may seek more information to assist an investigation.

If you do not provide your name, the investigation will be conducted as best as possible in the circumstances. However, please be aware that an investigation may not be possible unless enough information is provided, and it may make it difficult to offer you the same level of practical support if we do not know your identity.

9. Investigation of reports

9.1 Overview

Prime is committed to investigating all reports fairly, objectively and confidentially.

All reports of disclosable matters are subject to a thorough investigation by the Whistleblower Investigation Officer. The objective of each investigation is to either substantiate or refute the claims made by the Eligible Whistleblower.

All investigations are to be carried out by the Whistleblower Investigation Officer. However, in the interest of perception and reality of objectivity, Prime will consider whether to employ outside investigators at arm's length from Prime, particularly where the allegations are serious. Further, an external consultant will be engaged to perform an investigation if it is deemed that special skills are required to properly conduct the investigation.

Following receipt of a report of a disclosable matter, Prime will ensure that:

- Receipt of the disclosable matter is confirmed by the Whistleblower Investigation Officer (if it is not made anonymously)
- The disclosable matter is thoroughly investigated in a timely basis
- The Eligible Whistleblower is kept appropriately informed of the progress of action and the outcome taken in respect of the disclosable matter they reported; and
- Appropriate disciplinary action is taken in accordance with the Prime Disciplinary Policy if the allegation of a disclosable matter is substantiated.

The Board will be appropriately updated with all significant reports prepared under this Policy.

Further, Prime will ensure that the Eligible Whistleblower is kept informed of the outcomes of the investigation into the report subject to the privacy of those against whom the allegations are made and customary confidentiality practices. The Whistleblower Investigation Officer will establish a program for timely reporting to the Eligible Whistleblower on progress on dealing with the allegation and a timeframe for reporting should be established.

The principles of natural justice and procedural fairness will feature as part of an investigation into a disclosable matter.

9.2 How long will it take to investigate a report?

The investigation will depend on the nature of the disclosable matter and the amount of information that has been provided. The Whistleblower Investigation Officer will aim to investigate a report within three (3) months of receipt of a report.

If the matter will take longer than three months, the Eligible Whistleblower will be provided an update of the revised timeline.

9.3 What happens if the disclosable matter is confirmed?

The Whistleblower Investigation Officer will submit their recommendations to Prime's Board, who will consider whether changes should be made to existing processes and systems to prevent the disclosable matter from eventuating in the future.

If a person has been identified as having engaged in serious misconduct, they will be treated in accordance with Prime's disciplinary processes, including possible termination.

Prime will report serious matters to the local Police and / or any regulators.

10. Public Interest and Emergency Disclosures

You can make a disclosure to a journalist or parliamentarian under certain circumstances and still be eligible for protection.

10.1 Public Interest Disclosure

A 'public interest disclosure' is the disclosure of information to a journalist or a parliamentarian, where:

- At least 90 days passed since you made the disclosure to the Australian Securities & Investments Commission, Australian Prudential Regulation Authority or another Commonwealth body prescribed by regulation
- You do not have reasonable grounds to believe that action is being, or has been taken, in relation to the disclosure
- You have reasonable grounds to believe that making a further disclosure of the information is in the public interest; and

- Before making the public interest disclosure, you have given written notice to the body to which the previous disclosure was made that:
  (i) Includes sufficient information to identify the previous disclosure; and
  (ii) States that you intend to make a public interest disclosure.

10.2 Emergency Disclosure

An 'emergency disclosure' is the disclosure of information to a journalist or parliamentarian, where:

- You have previously made a disclosure of the information to the Australian Securities & Investments Commission, Australian Prudential Regulation Authority or another Commonwealth body prescribed by regulation
- You have reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of one or more persons or to the natural environment
- Before making the emergency disclosure, you have given written notice to the body to which the previous disclosure was made that:
  (i) Includes sufficient information to identify the previous disclosure; and
  (ii) States that the discloser intends to make an emergency disclosure
- The extent of the information disclosed in the emergency disclosure is no greater than is necessary to inform the journalist or parliamentarian of the substantial and imminent danger.

It is important that you understand the criteria for making a 'public interest' or 'emergency' disclosure.

You should contact an independent legal practitioner before making a public interest disclosure or an emergency disclosure.

11. Protection of Whistleblowers

Prime is dedicated to protecting and respecting the rights of persons who make reports under this Policy and ensuring anyone who makes a report based on reasonable grounds is treated fairly and does not suffer any disadvantage.

Prime does not tolerate any form of reprisals. Reprisals are defined as adverse actions taken by an associate of Prime against a person because of a report or disclosure made in accordance with this Policy. This includes action such as:

- Dismissal of an employee
- Injury of an employee in his or her employment
- Alteration of an employee's position or duties to his or her disadvantage
- Discrimination between an employee and other employees of the same employer
- Harassment or intimidation of a person

- Harm or injury to a person, including psychological harm
- Damage to a person's property
- Damage to a person's reputation
- Damage to a person's business or financial position; or
- Any other damage to a person.

An employee who retaliates against anyone who makes a report under this Policy will be subject to Prime's Disciplinary Policy, which may include termination of employment.

People are reminded that in certain circumstances, victimisation of Eligible Whistleblowers can constitute a criminal offence.

12. Legislative Protection

12.1 Qualifying for protection under the Corporations Act (2001)

The criteria for you to qualify for protection as a whistleblower under the Corporations Act (2001) (or Tax Administration Act, where relevant) includes:

- You are a person identified in section six (6) of this Policy, that is, you are an Eligible Whistleblower; and
- You have made a disclosure of information relating to a disclosable matter as detailed in section five (5) of this Policy; and
- You have made:
  - A disclosure to an 'Eligible Recipient'[1] or to the Australian Securities & Investments Commission, Australian Prudential Regulation Authority or another Commonwealth body prescribed by regulation; or
  - A disclosure to a legal practitioner for the purposes of obtaining legal advice or legal representation about the operation of the whistleblower provisions in the Corporations Act (2001); or
  - An Emergency Disclosure or Public Interest Disclosure, under certain circumstances.

Independent legal advice should be sought to confirm whether you are protected under the Corporations Act (2001).

[1] An eligible recipient includes: (a) an officer or senior manager of Prime or related body corporate; (b) the internal or external auditor (including a member of an audit team conducting an audit) or actuary of the entity or related body corporate and (c) a person authorised by Prime to receive disclosures that may qualify for protection.

12.2 Protection under the Corporations Act (2001)

Should you meet the requirements above, the following protections are provided:

- The right to have your identity protected in accordance with the Corporations Act (2001). A person cannot disclose the identity of a discloser or information that is likely to lead to the identification of the discloser (which they have obtained directly or indirectly because the discloser made a disclosure that qualifies for protection)
- Prime will need to take reasonable steps to prevent the individual from being identified as part of any process performed under this Policy
- The right to be protected from any civil, criminal or administrative liability from making a disclosure; from contractual or other remedies on the basis of the disclosure; and from admissibility of the information provided in evidence against the person in each case
- Protection from detrimental treatment or any form of victimisation
- The right to be compensated and other remedies; and
- The right not to be required to disclose their entity before any legal proceedings.

13. Matters relating to tax

The Tax Administration Act 1953 (Cth) provides protection for disclosures of information that indicates misconduct in relation to Prime's or any of its associated entities' tax arrangements.

Protection is provided for disclosures made to the Taxation Commissioner. The protections available to a person that makes a protected disclosure under the Tax Administration Act 1953 (Cth) are the same as those outlined in section 12 of this Policy.

It should be noted that from 1 July 2024, protection has been extended to Tax Practitioner Board (TPB) whistleblowers. There are new arrangements to better protect individuals who disclose information to the Australian Tax Officer and the TPB on tax avoidance behaviours and other tax issues.

14. False Reporting by a Person Purporting to be a Whistleblower

Where a person has made a false allegation, unless it was proven to be made in good faith, then that behavior itself should be considered a serious matter. The person concerned may be subject to disciplinary action in accordance with Prime's Disciplinary Policy.

15. Resources and Training

Prime dedicates adequate and appropriate resources to its Whistleblower Program. This Policy will be made available to staff by:

- Holding staff briefing sessions
- Posting the Policy on HiBob; and
- Incorporating the Policy in employee induction information packs and training for new starters.

Employees will receive upfront Whistleblower training on this Policy and refresher training will be provided every two years. Further, specialist training is provided to specific officers who have defined responsibilities under this Policy.

16. Communicating this Policy

Any updates to this Policy will be communicated to staff members in a timely manner.

17. Policy Breaches

A breach of this Policy may be regarded as misconduct, which may lead to disciplinary action (including termination of employment or engagement). An individual may also be exposed to criminal or civil liability for a breach of relevant legislation.

A breach of this Policy should be reported to the MD& CEO and/or the Chief Operating Officer.

18. Review and Approval

On an annual basis, the Whistleblower Investigation Officer reports on the performance of the Whistleblower Protection Program to the Board.

This Policy will be reviewed by the Company Secretary and the MD & CEO every two years or when there is a change to legislation.

Any recommended changes are to be provided to the Board for review approval.

Signed:

Simon Madder, Chairman & Managing Director 11 November 2025

Prime