

# Policy

## Conduct Breach Reporting

### People & Culture

**Approver's name and title:**

Jess Devine, Chief People Officer

**Effective date:**

October 2025

**Review date:**

**Classification**



### Purpose

Capella Capital is committed to conducting our business with honesty and integrity and the highest standards of ethical conduct.

This policy recognises a culture of openness and accountability is essential to minimise the risk of illegal or improper conduct and to address this conduct if it occurs, and to encourage employees and stakeholders to speak up and disclose any perceived illegal or improper conduct occurring in the Capella Capital business.

Capella Capital is committed to ensuring that anyone who discloses such conduct is not victimised or retaliated against as a result of making a disclosure or assisting someone else in making a disclosure, including in any subsequent investigation.

### Scope

This policy applies to the following disclosers (each an eligible person):

- current and former employees, responsible managers and authorised representatives of Capella Capital;
- current and former business associates and stakeholders of Capella Capital (including officers (directors and company secretaries) of Capella Capital group entities, contractors, brokers, auditors, advisers, consultants and suppliers of goods or services to Capella Capital);
- relatives, spouses or dependents of any of the above; and
- parties that have a relationship to Capella Capital that is relevant to Capella Capital's tax affairs (for tax-related disclosures).

This policy applies in all geographies in which Capella Capital operates.

### Policy

#### Types of conduct covered by this policy

Capella Capital Conduct Breach Reporting Policy supports disclosure of any conduct, practice or activity in relation to the Capella Capital business and/or entities (being Sojitz Capella Corporation B.V. and each of its wholly owned subsidiaries) that is dishonest or unethical; misconduct, or an improper state of affairs; fraudulent, corrupt, financial malpractice, bribery or illegal; a failure to comply with, or breach of legal or regulatory requirements; or represents a danger to the public or financial system, as a disclosable matter, provided you have reasonable grounds to perceive or suspect such conduct, practice or activity.

Reasonable grounds means that a reasonable person in the discloser's position would also suspect the information indicates misconduct or a breach of the law.

Such conduct may include, but is not limited to:

- unsafe practices;
- theft, illicit drug use/dealing, violence or criminal damage against property;
- victimisation of or retaliation against someone who discloses under this policy;
- misconduct including fraud, negligence, breach of trust, or breach of duty;
- breach of Capella Capital policies;
- financial mismanagement;
- money laundering or misappropriation of funds;
- conflicts of interest;
- paying bribes or facilitation payments either by or to Capella Capital;

## Conduct Breach Reporting Policy

- tax evasion;
- environmental damage;
- conduct which harms or is likely to harm the reputation or financial wellbeing of Capella Capital; or
- attempts to conceal or delay disclosure of any of the above.

We encourage all disclosures of a disclosable matter under this policy to be made as set out below so that we can respond to and resolve the issues raised.

However, it is also open to you to provide information to appropriate governmental authorities regarding a potential violation of law. You are not required to make disclosure (internally or externally) prior to disclosing a matter to a regulator or other external body, though we would encourage you to do so. We recommend that you seek independent legal advice (which would be at your own cost), before making a disclosure to an external body.

Personal work-related grievances (such as interpersonal conflicts, grievances in relation to a transfer, promotion or disciplinary decisions) that only affect the discloser personally but do not have any other significant implications for Capella Capital and/or relate to any conduct comprising a disclosable matter, do not fall under this policy. Personal work-related grievances do not qualify for protection under applicable legislation. Capella Capital's responsibility in relation to these grievances is regulated by its Health, Safety and Wellbeing Policy.

## Making a disclosure under this policy

### Making a disclosure internally

You may make a disclosure to a Business Conduct Officer (who are also 'eligible recipients', whereby disclosure of a disclosable matter will qualify for protection, under applicable whistleblower laws).

For Capella Capital, this includes the following roles:

- Managing Director
- Chief People Officer
- Chief Legal Officer
- Chief Financial and Operating Officer

If your disclosure relates to conduct in respect of Capella Capital's tax affairs, you may also make a disclosure to:

- Chief Financial and Operating Officer

### Making a disclosure externally

You can make a disclosure under this policy to **Vault**, an independent and external third-party reporting platform operated by Diligent.

The Vault platform is accessible via the Capella Capital intranet and external website ([capellacapital.com.au](https://capellacapital.com.au)).

Vault allows for:

- a confidential and secure way to disclose a disclosable matter in accordance with this policy;
- 24-hour access, seven days a week; and
- the ability to follow up in respect of your disclosure, even if you choose to remain anonymous.

Capella Capital employees and secondees also have the option to make a disclosure under this policy through the Sojitz Global Hotline Ethics Point, accessible from the Capella Capital intranet. Ethics Point is an independent and external third-party reporting platform established as part of Sojitz Corporation's global compliance framework.

Both Vault and Ethics Point are designed to ensure confidentiality, protection from retaliation, and appropriate follow-up for disclosers.

You can identify yourself or remain anonymous when you make a disclosure to Vault or Ethics Point. Anonymous disclosers will have the same protection as if they disclosed their identity, but anonymity does limit the ability of Capella Capital to investigate the matter.

If you disclose your identity to Vault or Ethics Point, you can request that your identity not be disclosed to Capella Capital and/or Sojitz Corporation (as applicable). Vault or Ethics Point (as applicable) will not disclose your identity to Capella Capital and/or Sojitz Corporation (as applicable) without your consent, unless it is legally required to do so.

After a disclosure is received, details of that disclosure will be provided to nominated recipients within Capella Capital, dependent on the nature of the disclosure.

### **Disclosure**

Capella Capital encourages you to disclose as much information as possible, including details of the disclosable matter conduct, people involved, dates, location and any other available evidence.

A person making a disclosure under the policy must act in good faith, their disclosure must be honest and genuine, and motivated by wanting to disclose a disclosable matter. In case such disclosure made in good faith turns out to be incorrect, the discloser still qualifies for protection.

### **When is a disclosure a protected disclosure**

For a disclosure to be a protected disclosure under this policy, the person disclosing must be an eligible person who:

- discloses conduct that is disclosable matter;
- discloses based on reasonable grounds; and
- makes the disclosure internally or externally as described above in accordance with this policy.

Protected disclosure is not available to persons who are themselves involved in disclosable matters, even where they have made the disclosure.

## **After a disclosure is made under this policy**

### **How we will investigate disclosures**

All disclosures under this policy will be assessed to determine whether an investigation is required.

Decisions regarding response and investigation methods will be made in consideration of the nature of the disclosure and potential risks to disclosers' confidentiality and detriment and suitable measures will be considered and implemented to mitigate these risks as required.

We will ensure that investigations are carried out appropriately, in a reasonable period of time, and that they are fair, objective and avoid any conflict of interest. During an investigation we will make every effort to maintain confidentiality and fair treatment of all those involved.

Each investigation will be conducted based on its own circumstances: in accordance with the needs of each specific case, different investigation leads may be appointed, and different procedures may be applied.

Following the conclusion of the investigation, Capella Capital may decide to take appropriate action, which may include one or more of the following:

- provision of a satisfactory explanation in relation to the matter;
- resolution of the matter, recording of the outcome and ongoing monitoring; or
- external reporting of the conduct, with potential for external investigations.

Where it is possible and appropriate to do so, you will be kept informed of the decision whether disclosed conduct will be investigated, and if so, the progress and outcome of the investigation.

### **Protections and support available when making a disclosure under this policy and at law**

We are committed to protecting persons from being victimised or retaliated against as a result of an actual or potential disclosure (see the below section titled 'Victimisation or retaliation will not be tolerated').

We are also committed to complying with applicable legal requirements to protect the confidentiality of a discloser's identity (see the below section titled 'Anonymity' for further details).

There may be additional protections under applicable whistleblower laws for those making a disclosure under this policy, including protection from civil, criminal and administrative liability for making a disclosure. This does not include protection from any legal action for illegal or improper conduct you may have engaged in that is revealed as a result of your disclosure.

These protections are essential to creating an environment where our employees and others who work with us are comfortable disclosing any conduct comprising a disclosable matter.

A discloser who has made a disclosure must at all times, during the disclosure process and any resulting investigation process, continue to comply with this policy.

### **Anonymity**

You can make a disclosure under this policy anonymously. We may ask for your consent to disclose your identity once you have made a disclosure under this policy. You do not have to provide this consent. However, we may need to disclose your identity:

- to obtain legal advice and representation about applicable whistleblower laws; or
- if we are otherwise required to do so by law.

We may also need to disclose information that is likely to identify you, if this is reasonably necessary to investigate your disclosure. In these circumstances, we will take all reasonable steps to reduce the risk of your identity being disclosed.

If you receive information about the identity of someone who has made a disclosure under this policy, you must keep that information confidential. If you unlawfully disclose the identity of a discloser, or any information that is likely to lead to the discloser's identity being revealed, you will be in breach of this policy.

Files and records relating to disclosures of illegal or improper conduct will be treated as confidential and stored securely.

### **Victimisation or retaliation will not be tolerated**

Capella Capital will not tolerate the taking of detrimental action against individuals for making a disclosure under this policy and will take relevant actions to protect a discloser from risk of detriment. Any person who takes or threatens to take detrimental action in reprisal will be subject to disciplinary action, which may include dismissal or termination of engagement.

Further, under some countries' laws, the taking of detrimental action in retaliation for making a disclosure may be an offence and/or may give the individual who has made the disclosure the right to seek compensation.

If an individual believes that they have been, or are likely to be, disadvantaged in any way because they have made a disclosure, or becomes aware of victimisation or retaliation against another for making such a disclosure, they are encouraged to disclose this under this policy.

### **Fairness to persons against whom disclosures are made**

Capella Capital recognises that individuals against whom disclosures are made, and others who may be referred to in a disclosure are entitled to be treated fairly. We will endeavor to:

- maintain the privacy of employees who are mentioned in a disclosure or to whom a disclosure relates; and
- provide employees who are mentioned in a disclosure or to whom a disclosure relates, an opportunity to respond (where appropriate and subject to our requirements to maintain confidentiality).

Anyone who makes a disclosure under this policy but is later found as a result of an investigation to have been actively involved in the relevant wrongdoing may also be subject to disciplinary action. Disciplinary action may be taken against persons found to have made disclosures containing malicious allegations, made in bad faith without reasonable grounds.

## **Consequences of breaching this policy**

Disciplinary action may be taken at Capella Capital's sole discretion if this policy is breached. This may include action up to and including dismissal in appropriate circumstances. If you are not one of our employees, we may terminate your engagement or appointment or take other appropriate corrective action. This may include reference to appropriate law enforcement authorities.

**20 October 2025**