

FRAUD POLICY

Introduction

ARN Media Limited (the **Company**) has approved this policy and procedures to facilitate the development of controls which will aid in the detection and prevention of fraud in relation to the Company at its related entities (**ARN Group**).

It is the intent of the Company to promote consistent organisational behaviour by providing guidelines and assigning responsibility for the development of controls and conduct of investigations.

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| Scope of Policy | <p>This policy applies to any fraud, or suspected fraud, involving employees as well as directors, secretaries, other officeholders of the ARN Group, shareholders, consultants, vendors, contractors, outside agencies doing business with employees of such agencies, and/or any other parties with a business relationship with the ARN Group.</p> <p>Any investigative activity required will be conducted without regard to the suspected wrongdoer's length of service, position/title, or relationship to the ARN Group.</p> |
| Policy | <p>Management is responsible for the detection and prevention of fraud, misappropriations, and other inappropriate conduct. Fraud is defined as (a) wrongful or criminal deception, or the inappropriate misuse of confidential or proprietary information for personal gain; or (b) the intentional, false representation or concealment of a material fact for the purpose of inducing another to act upon it to his or her injury. Each member of the management team will be familiar with the types of improprieties that might occur within his or her area of responsibility, and be alert for any indication of irregularity.</p> <p>Any fraud that is detected or suspected must be reported using the processes set out in the Whistleblower Policy which can be found on the Company's website https://arn.com.au/corporate-governance/.</p> |
| Actions Constituting Fraud | <p>The Company considers the term fraud to refer to, but is not limited to:</p> <ul style="list-style-type: none"> a) any dishonest or fraudulent act; b) forgery or alteration of any document or account belonging to the ARN Group; c) forgery or alteration of a cheque, bank draft, or any other financial document; d) misappropriation of funds, securities, supplies, or other assets; e) impropriety in the handling or reporting of money or financial transactions; f) profiteering as a result of insider knowledge of ARN Group activities; g) disclosing confidential and proprietary information to outside |

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| | <p>parties (other than where such disclosure is permitted eg to a legal advisor);</p> <p>h) disclosing to other persons share trading activities engaged in or contemplated by the Company;</p> <p>i) accepting or seeking anything of material value from contractors, vendors or persons providing services/materials to the ARN Group (except gifts less than \$250 in value);</p> <p>j) destruction, removal or inappropriate use of records, furniture, fixtures and equipment (other than where destruction or removal is required eg. by law or under the terms of a non-disclosure agreement); and/or</p> <p>k) any similar or related inappropriate conduct.</p> |
| Other Inappropriate Conduct | <p>Suspected improprieties concerning an employee's moral, ethical, or behavioural conduct should be reported using the processes set out in the Whistleblower Policy which can be found on the Company's website https://arn.com.au/corporate-governance/.</p> |
| Investigation Responsibilities | <p>The Company will investigate any report. Investigations will be undertaken by the Audit & Risk Committee or their delegate. All Directors, employees and contractors will be required to cooperate with any investigations.</p> <p>If the investigation substantiates the claim of fraudulent activities a report will be provided to the Board of Directors through the Audit & Risk Committee.</p> <p>Any breach of this policy may result in disciplinary action, including suspension (with or without pay) or immediate termination of employment. The ARN Group also reserves the right to refer the matter to the appropriate law enforcement and/or regulatory agencies, such as law enforcement, where it considers appropriate.</p> <p>Decisions whether to prosecute or refer the examination results to the appropriate law enforcement and/or regulatory agencies for independent investigation will be made by relevant members of the Executive Leadership Team (including the CPO and CFO) in conjunction with advice from the Chief Legal Officer & Company Secretary and Chief Risk Officer. and senior management.</p> |
| Confidentiality | <p>All information received in respect of these matters will be treated confidentially.</p> <p>Any person who suspects dishonest or fraudulent activity should not attempt to personally conduct investigations or interviews/interrogations related to any suspected fraudulent act.</p> <p>Any person making a report must ensure that their allegations remain confidential and are only discussed with the person charged with</p> |

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| | <p>investigating the complaint.</p> <p>It is important to maintain confidentiality in order to avoid damaging the reputations of persons suspected but subsequently found innocent of wrongful conduct and to protect the Company from potential civil liability.</p> <p>Investigation results will not be disclosed or discussed with anyone other than those who have a legitimate need to know.</p> |
| Reporting Procedures | <p>Great care must be taken in the investigation of suspected improprieties or wrongdoings so as to avoid mistaken accusations or alerting suspected individuals that an investigation is underway.</p> <p>Any person who discovers or suspects fraudulent activity should immediately:</p> <ul style="list-style-type: none"> • contact the Chief Legal Officer, Company Secretary, ARN Internal Audit & Risk Manager and the Chair of the Audit & Risk Committee; or • make a report via the Company's external hosted Whistleblower service (e-mail: makeareport@stopline.com.au telephone: 1300 30 45 50; website: https://makeareport.stopline.com.au/portal/landing/arn post: Australian Radio Network c/o Stopline, PO Box 403, Diamond Creek, VIC 3089) <p>The employee or other complainant may remain anonymous.</p> <p>Investigations of allegations concerning the Chief Legal Officer, Company Secretary, ARN Internal Audit & Risk Manager or the Chair of the Audit & Risk Committee should be referred to the Chief Executive and the Chair of the Board.</p> <p>All reported and investigated allegations are to be reported to the Audit & Risk Committee.</p> |
| Communication | <p>This policy will be communicated to all ARN employees, directors, secretaries, other officeholders of the ARN Group and contractors periodically.</p> |
| Review | <p>The Company will review this policy periodically to ensure compliance with applicable law and to ensure that it is operating effectively and whether any changes are required. Therefore, this policy may be amended, modified or waived at the discretion of the Company in accordance with applicable law and regulations.</p> |
| Date of approval | <p>This policy was approved by the Board on 19 October 2022.</p> |

