

1. OVERVIEW AND OBJECTIVE

AirRoad Pty Limited (**the Company**) is committed to maintaining a high level of legal, ethical and moral behaviour in governance and operational standards.

The Company encourages eligible persons to disclose suspected wrongdoing, without fear of detriment, where concerns about serious instances of wrongdoing are supported by reasonable grounds.

The Company is required to observe (and this policy complies with) the requirements of any applicable legislation regarding the protection of whistleblowers, including those of the *Corporations Act 2001 (Cth)* and the *Taxation Administration Act 1953 (Cth)*.

This policy and procedure reinforces our commitment to operating ethically to uphold our core values:

Customer centricity

The impact on the customer will always be considered

Diversity

Equal opportunity for all

Respect

Treating others as you would like to be treated

Integrity

Honesty and openness

Flexibility

Embracing change

Initiative

Problem solving and seeking a better way

This policy and procedure, and any revisions to it from time to time, is available via the Company intranet, notice boards or by contacting the Company HR department on 02 9741 0300 or at HR@airroad.com.au

This policy and procedure does not form part of any contract between the Company and any of its employees or contractors. This policy does not create any binding contractual obligations on the Company.

2. PURPOSE

The purpose of this policy and procedure is to facilitate an environment in which the reporting of any instances of suspected wrongdoing, or of an improper state of affairs or circumstances in relation the Company or its operations, is encouraged without fear of detriment.

The policy and procedure furthers this purpose by outlining:

- the types of disclosures which qualify for protection;
- who can make protected disclosures;
- to whom disclosures should be made;
- how eligible whistleblowers will be supported and protected;
- how the company will ensure fair treatment of employees mentioned in the disclosures;
and
- how disclosures of suspected wrongdoing will be investigated.

3. APPLICATION

This policy and procedure applies to eligible whistleblowers concerning the Company.

4. DEFINITIONS

In this policy and procedure, the following definitions apply:

- 4.1 Whistleblower** means an eligible person as described by s.1317AAA of the *Corporations Act 2001* (Cth) (**Act**) who makes a protected disclosure in the manner described in this policy and procedure.
- 4.2 Protected Disclosure** has the meaning prescribed by s.1317AA (1)(c) of the Act
- 4.3 Associate** has the meaning prescribed by s.11 of the Act.
- 4.4 Eligible Recipient** - see s.1317AAC of the Act.
- 4.5 Eligible Whistleblowers** - see 5.1 below
- 4.6 Officer** - see s.9 of the Act.
- 4.7 Senior Manager** - see s.9 of the Act.
- 4.8 Relevant Employee** means an employee of the Company referred to in a Protected Disclosure or to whom such a disclosure relates
- 4.9 Whistleblower Protection Officers (WPOs)** are those persons referred to in this policy and procedure who are responsible for ensuring Whistleblowers are protected and that Protected Disclosures are dealt with in accordance with this policy. and procedure.

5. PROTECTED DISCLOSURES

5.1 Who is an eligible whistleblower under this policy?

This policy only applies to protected disclosures made by individuals who are or have been:

- Officers, employees and contractors of the Company;
- Individuals who supply services or goods to the Company;
- Employees of a person or entity who supplies services or goods to the Company (whether paid or unpaid);
- Individuals who are associates the Company; or
- Relatives or dependents of any of the persons listed above.

(when making a protected disclosure, each of these is a **Whistleblower**)

5.2 Anonymous Disclosures

A disclosure can be made anonymously and still be protected under the *Corporations Act 2001* (Cth).

However, this may make it difficult to investigate the reported matter. The Company encourages disclosers to provide their full names. If a discloser wishes to disclose anonymously, the discloser should provide sufficient information to allow the matter to be properly reviewed or investigated.

The Company encourages the discloser to provide an anonymous email address as a confidential communication channel through which additional questions can be asked and information provided which may also be done prior to a disclosure being made. The discloser may choose to adopt a pseudonym for the purpose of the disclosure and can choose to remain anonymous throughout the entire process, including after the investigation has been finalised.

Eligible Whistleblowers may obtain information about Whistleblowing before making a formal disclosure by contacting a WPO or an independent legal adviser.

5.3 What is a protected disclosure?

A **protected disclosure** is when an **eligible whistleblower** makes a disclosure of information relating to a **disclosable matter** directly to an **eligible recipient**.

A person who makes a *protected disclosure* will be subject to the protections under the *Corporations Act 2001* and as outlined in this policy.

Persons wishing to make a disclosure can obtain information about the process and protections relating to whistleblowing before making a disclosure by contacting the Company WPO.

5.4 What is a disclosable matter?

A disclosure of information concerns a *disclosable matter* where a person has objectively reasonable grounds to suspect that the information indicates:

- misconduct or an improper state of affairs in relation to the Company or any of its related bodies corporate; or
- any conduct that constitutes an offence against, or contravention of any of the Acts or instruments referred to in [s.1317AA\(5\)\(c\) of the Act](#);
- conduct which constitutes an offence (punishable by imprisonment of 12 months or more); or
- conduct which represents a danger to the public or the financial system.

Examples of this kind, relevant to the Company could include disclosures about:

- fraudulent activity;
- serious, unlawful or corrupt use of the Company's funds or other resources;
- improper accounting or financial reporting practices; and
- systemic practices that pose a serious risk to the health and safety of a person on the Company's premises.

A disclosure of information that is not a *disclosable matter* will not qualify for protection under this policy or the *Corporations Act 2001*.

5.5 What is not a protected disclosure?

This policy and procedure is intended for disclosures that have significant implications for the Company, rather than for personal matters.

This policy and procedure does not, therefore, apply to trivial or vexatious matters. Nor is this policy and procedure intended to replace or be used instead of other relevant company policies and reporting procedures such as those relating to dispute resolution, personal work-related grievances (including matters relating to the discloser's employment or having implications for the discloser personally), equal opportunity, discrimination, harassment or bullying, see [s.1317AADA\(2\)](#) of the Act for further examples of personal work-related grievances, and other relevant Company policies, if applicable.

Such matters will be deemed not to be protected disclosures for the purpose of this policy. Those matters will be dealt with under the Company's relevant policy. However, there may be instances whereby a personal work-related grievance may still qualify for protection, for examples if they involve detriment or threatened detriment.

The Group HR Manager will determine in each case, acting reasonably, whether or not a reported matter is a protected disclosure under this policy.

Accordingly, a disclosure or part of a disclosure which is not, or determined by the Company not to be a protected disclosure may not be protected by the terms of this policy.

In addition, as outlined below, disclosures not made to an eligible recipient may not be protected and covered by this policy.

5.6 Personal work-related grievances

Personal work-related grievances are those about any matter in relation to the discloser's employment, or former employment, having implications for the discloser personally but not having significant implications for the Company. Such grievances will generally not be *disclosable matters* and will therefore generally not qualify for protection under this policy or the *Corporations Act 2001*. Examples of personal work-related grievances include interpersonal conflicts between the discloser and another employee, and decisions about the terms of employment, transfer, promotion, suspension or termination of the discloser.

Personal work-related grievances may qualify for protection in certain circumstances, such as:

- where the disclosure also includes information that is a *disclosable matter* (ie. a mixed report);
- where the disclosure reasonably indicates a breach of employment or other laws punishable by imprisonment for a period of 12 months or more;

- where a discloser seeks legal advice or representation about the operation of the whistleblower protections under the *Corporations Act 2001* - that communication with lawyers is protected;
- where the discloser suffers from or is threatened with detriment for making a disclosure, whether the disclosure is actually a *protected disclosure* - the discloser is entitled to protection against detriment.

The WPO will determine in each case, acting reasonably, whether or not a reported matter is a *disclosable matter* in accordance with this policy.

Accordingly, a disclosure or part of a disclosure which is not, or determined by the Company not to be, a *disclosable matter* may not be protected by the *Corporations Act 2001*, other legislation or the terms of this policy.

6. FALSE REPORTING

This policy and procedure applies to disclosures where the discloser has objectively reasonable grounds to suspect wrongdoing in relation to the Company or its operations. Accordingly, where it is shown that a person purporting to be a whistleblower has knowingly or recklessly made a false report of wrongdoing, then that conduct itself will be considered a serious matter and that person may be subject to disciplinary action, which may include dismissal in serious cases.

7. ELIGIBLE RECIPIENTS OF DISCLOSURES

In order to qualify for protection, the disclosure must be made to an *eligible recipient*. The Company offers several reporting options for making a disclosure internally as well as externally. Disclosures may be made anonymously, confidentially, securely and within business hours and or outside business hours.

7.1 Officer or Senior Manager

Whistleblowers (are encouraged firstly) to make a protected disclosure to the following person authorised by the Company as eligible recipients (and WPOs) for the purposes of this policy and procedure:

- Group HR Manager:
Pinar Fairweather
Phone: 02 9741 0300
Email: PFairweather@airroad.com.au

The Company may appoint additional or alternative WPOs at any time.

The eligible recipients are:

- Chief Financial Officer;
- Chief Information Officer;
- Chief Human Resources Officer;
- General Manager, ARS;
- General Manager, ARL;
- General Manager, VIC;
- General Manager, WA;
- General Manager, QLD;
- General Manager, NSW;
- Managing Director; and
- Non-Executive Directors.

A protected disclosure made to any eligible recipient of the Company falls within the scope of this policy and procedure.

7.2 Auditor

Whistleblowers may also make a disclosure to auditors (including any member of the audit team) or actuaries of the Company.

7.3 Relevant Regulator

Where necessary or appropriate disclosures may also be made to ASIC, APRA and the Commissioner of Taxation or another Commonwealth body prescribed by regulation (**Regulator**). Disclosures made to a Regulator about a disclosable matter will be *protected disclosures*.

7.4 Lawyer

Any disclosure of information, including information that does not relate to a *disclosable matter*, made to a lawyer for the purpose of obtaining legal advice or legal representation in relation to the discloser's rights at law will also be a *protected disclosure*.

7.5 Public interest disclosure

In certain circumstances, 90 days after you have made a report in accordance with this Policy to the Regulator, and provided that you have reasonable grounds to believe that:

- no action is being, or has been, taken to address the matters you raised in your report; and
- the making of a further disclosure would be in the public interest, you may give limited disclosure of the matter to a member of Parliament or a journalist.

Such a step is a serious matter and, to ensure you are protected by law, you should take independent legal advice or consult with the Company's **WPO** before taking any such step.

7.6 Emergency disclosure

In certain circumstances and provided you have:

- made a disclosure to the Regulator in accordance with this policy;
- reasonable grounds to believe that the information concerns a substantial and imminent danger to health or safety of one or more persons or to the natural environment; and
- given notice to the same Regulator about your intention to make an emergency disclosure, you may give limited disclosure of the matter to a member of Parliament or a journalist.

Such a step is a serious matter and, to ensure you are protected by law, you should take independent legal advice or consult with the WPO before taking any such step.

8. PROTECTION OF WHISTLEBLOWERS

The Company is committed to protecting those who make a disclosure in accordance with this policy and procedure. WPOs will take all reasonable steps to ensure Whistleblowers are protected. WPOs will also take reasonable steps to ensure protected disclosures are dealt with appropriately. An outline of how the Company will protect Whistleblowers follows.

8.1 Confidentiality

To the extent consistent with our legal requirements, upon the making of a *protected disclosure* under this policy, the Company will not disclose any information that would suggest or reveal the identity of the Whistleblower, without first obtaining their consent.

Without the Whistleblower's consent, it is, as a general rule, illegal for a person to identify or disclose information that is likely to lead to the identification of the discloser. In circumstances where consent to disclose the Whistleblower's identity has not been provided, the Company may disclose information that is not the identity of the Whistleblower and is reasonably necessary for the investigation where all reasonable steps have been taken to reduce the risk the Whistleblower will be identified as a result of the disclosure.

A Whistleblower's identity may however be disclosed without consent to ASIC, APRA, a member of the Australian Federal Police or to a lawyer for the purpose of obtaining legal advice or representation in connection with the operation of the whistleblower laws.

8.2 Protection of records

The Company will take reasonable precautions to securely store any records relating to a disclosure and only permit access to authorised persons who are directly involved in the managing of the disclosure and subsequent investigation.

Whistleblowers are assured that an unauthorised release of information in breach of this policy will be regarded as a serious matter.

8.3 No criminal or civil liability

The fact that a person has made a protected disclosure will not give rise to any civil, criminal or administrative liability (including disciplinary action) on the part of the discloser, and the fact of making the disclosure and its content is not admissible against the Whistleblower in criminal or civil proceedings.

The protections apply not only to internal disclosures, but to disclosures to legal practitioners, regulatory and other external bodies, and public interest and emergency disclosures that are made in accordance with the *Corporations Act*.

A Whistleblower can still qualify for protection even if their disclosure turns out to be incorrect.

However, a Whistleblower may still be pursued for having made a false disclosure or in connection with the discloser's own conduct which is revealed by the matters highlighted in the disclosed information (ie. the discloser's own conduct in the misconduct, improper affairs or other circumstances which are revealed by the protected disclosure).

8.4 No breach of contract or enforcement of other rights

The Company will not take (and the law prohibits any other person from taking) any action under a contract to which a Whistleblower is a party (including to terminate a contract on the basis that the disclosure is a breach of contract) or seek to enforce any other right against a discloser, on the basis of the protected disclosure.

8.5 Protection from detriment

The Company will endeavour to protect Whistleblowers from any detriment arising directly from their disclosure or proposed disclosure, whether or not such a disclosure has actually been made. Conduct by any person giving rise to detriment or the threat of detriment to an actual or intended Whistleblower may be a criminal or civil offence at law in certain circumstances and will be regarded as a serious matter.

In certain circumstances, a Whistleblower may be entitled to compensation or other remedies where a loss, damage or injury has been suffered because of a disclosure and where the Company has failed to take reasonable steps to prevent the detrimental conduct.

Detrimental actions include, but are not limited to:

- 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 Company;
- harassment or intimidation;
- physical or psychological harm;
- damage to a person's property;
- damage to a person's reputation;
- damage to a person's business or financial position; and
- any other damage to a person.

The Company will directly or indirectly provide education and training for WPOs, eligible recipients, and persons undertaking investigations of disclosures and officers/employees to help them understand their rights and obligations including importantly to protect Whistleblowers from detriment.

A Whistleblower who considers they have been subjected to detrimental treatment should inform the Group HR Manager or other nominated WPOs immediately. If the matter is not remedied, it should be disclosed in line with this policy and procedure.

8.6 Compensation and other remedies

A whistleblower (or any other employee or person) can seek compensation and other remedies through the courts if:

- (a) they suffer loss, damage or injury because of a disclosure; and
- (b) the Company failed to take reasonable precautions and exercise due diligence to prevent the detrimental conduct.

8.7 Contact Person and other support

A Whistleblower will be allocated a nominated contact person (normally a WPO) to provide communication, information and support to the Whistleblower. The contact person will help to provide access to EAP or other support services that may be required by a Whistleblower.

9. INVESTIGATING A DISCLOSURE

9.1 What does an investigation look like?

All disclosures covered by this policy will be taken seriously and handled sensitively and fairly. The Company will, and will procure that as a general rule, the disclosure will be directed to the Group HR Manager or his/her nominee or other WPO. All reasonable steps will be taken to attempt to ensure all protected disclosures are reviewed and, where necessary, investigated as soon as reasonably practicable. Where appropriate the Whistleblower will be kept informed as to the progress of the investigation.

The Company will attempt to ensure all disclosures covered by this policy and procedure are, where appropriate, investigated in an, objective, fair and appropriate manner, depending on the circumstances of each disclosure. The Company reserves the right to use both internal and external resources, where appropriate, to investigate a disclosure or part of it.

9.2 Assessment

As a first step in the investigation process, normally the Company will assess a disclosure to determine whether or not it falls within the scope of this policy and procedure. If it does, the following steps will normally apply to the investigation. If it does not, the matter will not be investigated and the discloser will be advised of that fact. In that latter case, the discloser may, depending on the circumstances, be directed to another appropriate person or section within the Company such as the Company HR department.

For disclosures assessed to be within the scope of this policy and procedure, the Company will advise the Whistleblower of the support available to the Whistleblower and emphasise to the Whistleblower the importance of confidentiality.

The Company will ask the Whistleblower if the Whistleblower consents to the disclosure of their identity for the purposes of any investigation of the disclosure. The Company will explain to the Whistleblower the steps the Company has in place to take all reasonable steps to reduce the risk that the Whistleblower will be identified as the result of any such disclosure.

In circumstances where consent has not been provided, the Company will advise the Whistleblower that it may disclose information that is not the identity of the Whistleblower where it is reasonably necessary for the investigation and where all reasonable steps have been taken to reduce the risk that the Whistleblower will be identified as a result of the disclosure. Reasonable steps, the Company may take include redacting personal information likely to lead to identification, storing records securely, and providing *eligible recipients*, persons undertaking investigations and others with appropriate regular education and training on their obligations. Whistleblowers who wish to remain anonymous can refuse to answer questions they feel could reveal their identity.

9.3 Investigation Steps

As a general guide and subject to the particular circumstances applying to the disclosure, the investigation process is normally expected to include the following steps:

- interview the Whistleblower to obtain relevant information about the disclosure from the Whistleblower;
- interview any alleged wrongdoer to obtain a response to the disclosure in so far as it relates to the alleged wrongdoer;
- interview any relevant witnesses regarding relevant matters arising from the disclosure;
- obtain and review any documents or other material relevant to the disclosure;
- if necessary, conduct further interview/s with the Whistleblower or otherwise obtain further information or a response to material arising from the investigation; and
- if necessary, conduct further interview/s with any alleged wrongdoer or witness regarding further material arising from the investigation.

Interviews need not be conducted face to face. All relevant material including interviews and documents obtained during the investigation is then considered and a report prepared.

The report will make findings of fact and determine whether a disclosure has been substantiated or not substantiated, in whole or part. The report may also include recommendations arising from any factual findings.

9.4 Timing

The Company aims, where practicable, to finalise investigations of disclosures within 90 days of the date the disclosure is first made. Where finalisation is not practicable, however, the Company will take all reasonable steps to ensure that significant progress is made in relation to a disclosure within 90 days of the date the disclosure is first made.

The Company will take reasonable steps to keep the Whistleblower informed (including through confidential communication channels used) of the progress of a review or investigation of their disclosure. The frequency of updates and timeframe will vary according to the nature of the disclosure.

9.5 Reporting of investigation findings

At the conclusion of the investigation, the findings may be reported to the Company's relevant decision maker. Where appropriate, the Whistleblower will be informed of the outcome of the investigation.

10. FAIR TREATMENT

The Company will ensure fair treatment of employees mentioned or implicated in a protected disclosure within the meaning of this policy and procedure or to whom such disclosure relates (Relevant Employee) by applying the following principles.

10.1 Confidentiality

To the extent practicable, the identity of a Relevant Employee will be kept confidential during the investigation of a protected disclosure relating to that person.

10.2 Impartiality

An investigator appointed to investigate a protected disclosure will act impartially and without bias in conducting the investigation. An investigator must declare any material personal interest the investigator has in any matter relevant to the investigation for which the investigator has responsibility immediately to the Company. The investigator must then take no further part in the investigation unless directed otherwise (other than to provide relevant material or information by way of a handover to a new investigator or to take any necessary incidental action for that purpose).

10.3 Fair process

An investigation into a protected disclosure will follow a fair process including:

- informing a Relevant Employee of the substance of a protected disclosure, as far as it applies to the Relevant Employee;
- giving a Relevant Employee a reasonable opportunity to respond to any matter referred to above, before the investigation is finalised;
- informing a Relevant Employee of any adverse finding directly affecting the Relevant Employee arising out of the investigation; and
- giving a Relevant Employee a reasonable opportunity to respond to any such adverse finding before the report is finalised.

Any potential disciplinary action against a Relevant Employee arising out of or as a result of an adverse finding in an investigation report under this policy will be dealt with consistently with the Company's usual practice, policy or procedure relating to a disciplinary action.

10.4 Support

Relevant Employees will have reasonable access to support made available by the Company such as contact with a nominated person and, where relevant, access to the Company's Employee Assistance Program (EAP) or similar counselling service. The Company will consider any request for other support for a Relevant Employee on a case by case basis.

11. REVIEW

This policy and procedure may be amended, terminated or replaced at the Company's discretion. The most recent version of this policy will be available on the Company intranet, notice boards or by contacting the Company HR department on 02 9741 0300.

Feedback on this policy is welcome. Please direct any feedback to HR@airroad.com.au

12. RELATED POLICIES

- EEO, DISCRIMINATION, BULLYING AND HARASSMENT POLICY & PROCEDURE
- CODE OF CONDUCT
- GRIEVANCE PROCEDURE

ACKNOWLEDGEMENT AND DECLARATION

If you have any queries regarding the conditions and application of the Whistleblower policy and procedure, please discuss these with your immediate Manager or the Company HR department.

I, acknowledge that I have read and understood the Company's Whistleblower policy and procedure.

I understand and acknowledge my obligations and will comply with the Company Whistleblower policy and procedure at all times.

Signature Date/...../.....