
AWTA LTD WHISTLEBLOWER POLICY

15.1 WHISTLEBLOWER POLICY**1 GENERAL**

AWTA Ltd is committed to best practice in corporate governance, compliance and ethical conduct generally.

AWTA Ltd encourages reporting of any instances of conduct within its businesses that constitutes an offence against, or a contravention of, any law or that represents a danger to the public or the financial system (Improper Conduct).

2 WHISTLEBLOWER

A Whistleblower is someone who is or has been:

- (a) an officer or employee of AWTA Ltd;
 - (b) an individual or employee of a person who supplies services or goods to AWTA Ltd;
 - (c) an individual who is an associate of AWTA Ltd; or
 - (d) a relative, dependant or a spouse of a dependant of any individual referred to in (a) to (c) above,
- and reports Improper Conduct.

3 REPORTING IMPROPER CONDUCT

A report (Protected Disclosure) under this Policy may be made if you have reasonable grounds to suspect that the information indicates that an AWTA Ltd officer or employee or contractor, supplier or any person having business dealings with AWTA Ltd has engaged in Improper Conduct.

Personal work-related grievances are not covered by this Policy.

You may report any instance of Improper Conduct to any of the following:

- (a) Your manager or supervisor
- (b) AWTA Ltd's General Counsel
- (c) AWTA Ltd's Chief Financial Officer
- (d) An AWTA Ltd Company Secretary
- (e) A director of AWTA Ltd
- (f) AWTA Ltd's Auditor

(Details of AWTA Ltd's Executive Team, current directors and auditor, including the current Annual Review, are available on the Company's website (www.awta.com.au) under the "about" tab.)

- (g) Via email to: awtainfo@awta.com.au "Attention: General Counsel" or via fax: (03) 9371 4191 "Attention: General Counsel"
- (h) Australian Securities and Investment Commission (ASIC)
- (i) Australian Prudential Regulation Authority (APRA)
- (j) A lawyer for the purpose of legal representation, including for the purposes of Whistleblower protection
- (k) Any other person or body prescribed by regulation

4 PROTECTING WHISTLEBLOWERS

Anyone who exposes a Whistleblower's identity may be liable to criminal prosecution.

AWTA Ltd strives to both ensure the confidentiality of the Whistleblower and the matters raised and that the Whistleblower is not subjected to any detrimental conduct. A court cannot compel a person to disclose the name of a Whistleblower or to provide information that identifies a Whistleblower. A court can waive this safeguard if it feels it necessary in the interests of justice or to give effect to the Whistleblower provisions of the Corporations Act.

- (a) Confidentiality of Identity

AWTA Ltd will protect a Whistleblower's identity by limiting the number of people involved in the investigation of the Improper Conduct.

The identity of Whistleblower will be kept confidential unless the Whistleblower consents to the disclosure or their identity is disclosed to:

- (i) ASIC; or
 - (ii) APRA; or
 - (iii) a member of the Australian Federal Police; or
 - (iv) a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the Whistleblower protection; or
 - (v) any person or body prescribed by regulation; or
 - (vi) is made with the consent of the Whistleblower.
- (b) **Detrimental Conduct**
- Detrimental Conduct includes:
- (i) dismissing an employee;
 - (ii) injuring an employee in their employment;
 - (iii) discriminating between employees or harassing or intimidating an employee; or
 - (iv) any other damage to a person.
- AWTA Ltd will not subject any Whistleblower to Detrimental Conduct.
- Any Whistleblower who feels that they have been subjected to Detrimental Conduct should advise any of the AWTA Ltd officers listed in (a) to (e) in Section 3 of this Policy.
- (c) **Confidentiality of Information**
- AWTA Ltd will strive to ensure that any information or records received or created as a result of an investigation of Improper Conduct is kept secure and only accessed on a need-to-know basis by investigators.
- (d) **Immunity**
- Where a Whistleblower makes a protected disclosure under this Policy:
- (i) they are not subject to any civil, criminal or administrative liability (including disciplinary action) for making the disclosure;
 - (ii) no contractual or other remedy or right may be enforced or exercised against them on the basis of the disclosure; and
 - (iii) where the report is made to ASIC, APRA, a person or body prescribed by regulation, in the public interest or as an emergency disclosure, the information contained in the disclosure is inadmissible as evidence against the Whistleblower in criminal and other proceedings regarding the falsity of that information.
- The Whistleblower must be aware that they can still be subject to civil, criminal or administrative liability in relation to their own conduct revealed by the disclosure.
- (e) **Compensation for Whistleblowers**
- Where a Whistleblower makes a protected disclosure, damages may be available to them and to any other person who has suffered loss because of Detrimental Conduct.
- Courts can make a variety of orders, including for compensation, apologies, injunctions, reinstatement, exemplary damages (damages ordered to punish the defendant for bad conduct or to deter the defendant and others from engaging in similar conduct) or any other order the court thinks fit.
- (f) **Employee Assistance Program**
- AWTA Ltd's Employee Assistance Program is available to assist Whistleblower who require emotional assistance after making a report.

5 AWTA LTD INVESTIGATION OF A REPORT

- (a) Any report of Improper Conduct made to AWTA Ltd will be forwarded to the General Counsel under confidential cover. The General Counsel will promptly institute an investigation of the allegations.
- (b) Investigations shall be conducted confidentially and in accordance with the principles of natural justice and due process.
- (c) The General Counsel may appoint a person to assist in the investigation. That person shall be subject to the same obligations of confidentiality as the General Counsel.

The Whistleblower shall be consulted in situations when it is contemplated to bring another person into the investigation.
- (d) AWTA Ltd will keep the Whistleblower informed of the progress of the investigation and its outcome.

- (e) Where a report is made anonymously, AWTA Ltd will proceed to investigate the report based on the disclosed information and enquiries made by AWTA Ltd flowing from the report.

6 EMERGENCY DISCLOSURES

The law provides that an eligible Whistleblower may make an “emergency disclosure” to a Member of Parliament or a professional journalist in circumstances such as:

- (a) a reasonable period has passed following the making of a report under this Policy and the Whistleblower feels that serious harm or danger to public health or safety or to the financial system may result if the report is not acted on immediately; and
- (b) written notice has been given to the recipient of the report that the Whistleblower intends to make an emergency disclosure.

It is strongly recommended that the Whistleblower seeks independent legal advice prior to making an Emergency Disclosure.

7 HOW AWTA LTD WILL PUBLISH THIS POLICY

This Policy will be available on AWTA Ltd’s intranet, via hard copies posted on notice boards and via a link on its website.

8 APPLICATION

This Policy applies to all centres and divisions.

Date: 1 July 2019