WHISTLEBLOWER POLICY

1. POLICY PRINCIPLES

Conplant Pty Ltd (**Conplant**) is committed to promoting the highest standards of integrity and ethical behaviour and creating and maintaining a culture of openness within our organisation so that individuals feel confident to raise concerns relating to alleged wrongdoing that is happening or has happened in the past. Conplant relies on individuals to help maintain its culture of honest, ethical behaviour. It is therefore expected and encouraged that any individual who becomes aware of alleged wrongdoing should make a report as it relates to the matters described in Section 4 below.

The *Corporations Act 2001* (Cth) (the **Act**) provides special protections under the law (including anonymity) for individuals who report alleged wrongdoing that is covered by the legislation. This is to provide comfort to individuals that they will not be subjected to detriment for making an allegation of wrongdoing that could put them at financial or other risk (directly or indirectly). This policy is designed to:

- Encourage disclosures of alleged or perceived wrongdoing;
- Deter wrongdoing;
- Promote ethical behaviour;
- Ensure that individuals who disclose wrongdoing can do so safely and securely and be protected and supported;
- Ensure that those involved in an investigation as potential witnesses and the individual/s who may be the subject of any allegation/s are also supported;
- Ensure that disclosures are investigated and dealt with in a timely manner;
- Provide transparency on how disclosures are received and investigated;
- Support the maintenance of Conplant's reputation and associated commercial interests; and
- Meet Conplant's legal obligations.

2. SCOPE

This Policy applies to:

a) current or former Conplant employees (whether ongoing, temporary, full time, part time or casual) and including apprentices and trainees where employed by Conplant;

b) any person who works for Conplant under a contract including a consultant, contractor, subcontractor, employee of a contractor or subcontractor (including an apprentice) or an employee of a labour hire company (including an apprentice) who has been assigned to work at Conplant;

c) Any organisation (and its employees) that has a relationship or is associated with Conplant as a customer, supplier, adviser, agent or otherwise;

d) current or former Directors and Officers; and

e) spouses, partners, relatives and dependents of any of the individuals outlined above.

3. COMMENCEMENT

This Policy applies with effect from 1 January 2020.

4. DEFINITIONS

In this Policy:

Detriment means any damage arising from actions designed to punish a Whistleblower. Further details are provided at Section 8.1.

Disclosure means a disclosure of information by a Whistleblower to a person or entity listed in Section 5.1 – 5.4 about a Disclosable Matter in accordance with this policy.

Disclosable Matter means any Disclosure concerning misconduct, an improper state of affairs or circumstances in relation to Conplant or the tax affairs of Conplant. Further details are provided at Section 6.

Senior Manager means any person holding office in Conplant with a title description or equivalent expression containing the words "Chief Financial Officer", "National Manager" and "Manager".

Whistleblower means, generally, an insider within, or close to, an organisation that reports dishonest or illegal activity or misconduct within the organisation. A Whistleblower can be any one of the individuals identified in the Scope of this Policy at Section 2.

5. MAKING A DISCLOSURE

a) A Disclosure can be made to the people or entities listed in the options below 5.1 – 5.4.

b) Disclosures may be made anonymously, although Conplant is best placed to investigate a Disclosure and protect the Whistleblower when the Whistleblower's identity is known.

c) Anonymous Disclosures in relation to Disclosable Matters receive the same protections as those where the Whistleblower identifies themselves.

d) An individual who wishes to consider their position before making a Disclosure can seek independent legal advice or contact the people or entities listed in the Options below.

e) Making a Disclosure is about reporting incidences of actual or perceived improper conduct and is not about settling a personal or work related grievance. A report may damage the reputation or career prospects of people who are the subject of the allegations, cause distraction and disharmony in the business and have a significant cost impact. It is therefore important that those who make a Disclosure have reasonable grounds for believing the information is correct or likely to be correct. Conplant takes all reports seriously but will look unfavourably on any false reports or claims. Disciplinary action, up to and including termination, may be taken against any employee who knowingly makes a false report.

5.1. Option 1 – for internal disclosures

Individuals can make a Disclosure (by phone, mail, in writing or in person) by contacting:

a) A Senior Manager – contact details are provided on Conplant's intranet, the meaning of a Senior Manager is described in Section 4;

b) Any Director of the business;

c) Janet O'Brien, National Manager – People and Performance, janet.obrien@conplant.com.au, PO Box 1013, Ingleburn 1890, 02 9933 3131; or

d) Michael Wiggins – National Operations Manager, Michael.wiggins@conplant.com.au, 02 9933 3150.

5.2. Option 2 – for external disclosures

Individuals can make a Disclosure by contacting Conplant's external service provider ''**Grapevine**''. Contact can be made in various ways and can be anonymous or not.

a) Telephone: **1300 933 977**

b) Web address: https://conplant.grapevineonline.com.au/

c) Postal: **PO Box 119 Carlton South, VIC, 3053** hard copy reporting documents are available on the intranet which can be completed manually and posted, **Fraud and Corruption** and **Workplace Behaviour**.

5.3. Option 3 – regulatory bodies

If individuals do not wish to speak up to any of the above recipients, they can contact the regulatory bodies below:

a) The Australian Securities and Investments Commission (ASIC), the Australian Prudential Regulation Authority (APRA) or another prescribed Commonwealth Authority; and

b) To a legal practitioner for the purposes of obtaining legal advice or legal representation regarding the operation of the whistleblowing protections.

5.4. Journalists and members of Commonwealth, State and Territory Parliaments

In certain circumstances Disclosures can be made to journalists and members of parliament. These relate to public interest disclosure and emergency disclosure (as covered by the Act). It is important for the individual to understand the criteria for making a public interest or emergency disclosure. The individual should seek independent legal advice, or a person or entity specific above before making a public interest or an emergency disclosure.

More information about when Disclosures can be made to journalists and members of parliament can be found here:

https://asic.gov.au/about-asic/asic-investigations-and-enforcement/whistleblowing/whistleblower-rights-and-protections/ .

6. DISCLOSABLE MATTERS

There are various types of wrongdoing covered under the Act that constitutes a Disclosable Matter.

6.1. A Disclosable Matter includes, but is not limited to, a disclosure of information if the Whistleblower has reasonable grounds to suspect that Conplant or an officer or employee of Conplant has engaged in the following type of conduct:

a) Criminal activity;

b) Breaches of Conplant's policies and procedures;

c) Practices that could adversely impact health and safety;

d) Practices that damage the environment;

e) Failure to comply with a legal obligation;

f) Bribery (offering or accepting a bribe), corruption or illegal activities;

g) Financial malpractice including theft, fraud, money laundering or misappropriation of funds;

h) Behaviour that is oppressive, discriminatory or grossly negligent;

i) conduct or proposed conduct suspected to be in breach of the *Competition and Consumer Act 2010*, *Corporations Act 2001* or the *Australian Securities and Investments Commission Act 2001;*

j) Any other conduct that constitutes a Commonwealth offence punishable by imprisonment of 12 months or more;

k) Other unethical conduct or conduct that represents a danger to the public or financial system;

l) Other conduct likely to damage Conplant's financial position or reputation;

m) Victimising (punishing) anyone for making a Disclosure;

n) Actions to punish someone in some way for co-operating with an investigation or review of a Disclosure; and

o) Attempts to conceal a Disclosable Matter.

7. WHAT TYPES OF BEHAVIOUR ARE NOT COVERED BY WHISTLEBLOWER LEGISLATION?

A Disclosable Matter does not include a personal work-related grievance. A personal work-related grievance is a grievance about any matter in relation to the individual's current or past employment that impacts the individual personally but does not have significant implications for Conplant more broadly.

If the matter is a personal work-related grievance, it should be pursued through the procedure detailed in Conplant's Appropriate Workplace Behaviour Policy. Conflicts between employees, decisions regarding transfers and promotions and disciplinary actions will generally be personal work-related grievances. If an individual is not sure if an issue falls within this Policy, they can contact the people and entities listed in the options at Section 5.

8. PROTECTIONS

The Act requires protection to be provided to Whistleblowers who make a Disclosure about a Disclosable Matter. Conplant is committed to providing protection to any Whistleblower where that Whistleblower has reasonable grounds to suspects the Disclosure concerns are Disclosable Matter. The protections are outlined below.

8.1. Protection against detriment

8.1.1. Conplant is committed to doing what it reasonably can to protect Whistleblowers who make or attempt to make a Disclosure about a Disclosable Matter from suffering a detriment.

8.1.2. Detriment includes, but is not limited to:

a) if the Whistleblower is a Conplant employee:

i. dismissal;

ii. injury in his or her employment with Conplant;

iii. alteration of duties to his or her disadvantage; or

iv. discrimination between the Whistleblower and other Conplant employees;

b) harassment or intimidation;

c) harm or injury (including psychological harm);

d) damage to property, reputation or business or financial position; or

e) any other damage.

8.1.3. A detriment does not include:

a) reasonable management action in relation to normal day to day activities associated with the conduct of the business;

b) informal coaching and support;

c) formal performance management;

d) communication/consultation;

e) dealing with new/existing employee relations issues such as workers compensation matters, managing absence or other disciplinary issues associated with an employee's behaviour, conduct or performance; and

f) for example, there may be circumstances where it may be necessary to move a Whistleblower to another work area to prevent workplace disharmony and/or protect the individual in some circumstances. This will be managed on a case by case basis. Where management action is taken in this type of circumstance it must always be explained to the impacted employee and then followed up in writing so that the employee understands the reason for the move relates to their wellbeing.

8.1.4. In addition to the above, making a Disclosure about a Disclosable Matter does not grant immunity for any misconduct a Whistleblower may have engaged in that is revealed as a result of their Disclosure.

8.2. Penalties associated with detriment

Significant financial penalties can be applied to both corporate organisations and individuals for subjecting a Whistleblower to Detriment and in some cases, this includes imprisonment. Individuals can seek compensation and other remedies through the courts if:

a) They suffer loss, damage or injury because of a Disclosure about a Disclosable Matter; and

b) If Conplant fails to take reasonable precautions and exercise due diligence to prevent Detriment.

8.3. Whistleblower confidentiality

8.3.1. A Disclosure can be made anonymously or by the Whistleblower identifying themselves.

8.3.2. Where a Whistleblower makes an anonymous complaint, and Conplant cannot contact the Whistleblower, Conplant may not be able to investigate the allegations.

8.3.3. Whistleblowers must be aware that if certain circumstances occur it may be possible to identify them despite having made the Disclosure anonymously. These include, for example, the following:

a) If they mention to others, they are considering making a Disclosure;

b) If the Whistleblower is one of a very small number of people with access to the information they disclose; or

c) The Disclosure relates to information that a Whistleblower has previously been told privately and in confidence.

8.3.4. When a Whistleblower is identifiable and makes a Disclosure, a person must not disclose the Whistleblower's identity or disclose information that may lead to them being identified unless:

a) the Whistleblower provides written permission for their identity to be disclosed; or

b) The identity is disclosed to:
   i. Regulatory authorities or law enforcement agencies as required by law; or
   ii. Legal advisors.

8.3.5. A person can disclose the information contained in a Disclosure with or without the Whistleblower's permission if:

a) The information does not include the Whistleblower's identity;

b) Conplant has taken all reasonable steps to reduce the risk that the Whistleblower will be identified from the information; or

c) It is reasonably necessary for investigating the issues raised in the Disclosure.

8.3.6. The Whistleblower also has obligations to maintain the confidentiality of the Disclosable Matter and any investigation into the Disclosable matter.

8.4. Penalties associated with breaches of confidentiality

There are significant penalties for breaching confidentiality requirements, for both Conplant and all individuals involved in the process, including financial penalties and in some cases imprisonment.

8.5. Other protections

Whistleblowers who make a Disclosure about a Disclosable Matter also have the following protections from:

a) Civil liability - no legal action can be taken for breach of contract, confidentiality or other contractual obligation;

b) Criminal liability - no legal action can be taken for unlawfully releasing information (other than for making a false disclosure); and

c) Administrative liability - no disciplinary action can be taking for making a protected disclosure.

Specific protections are also provided under Australian tax laws (section 11 also has a link to information provided by the Australian Taxation Office (ATO)).

8.6. How to make a complaint if a Whistleblower believes they have been subject to detriment

A Whistleblower can make a complaint regarding alleged Detriment. The complaint must be made in writing to the National Manager – People and Performance and specify what Detriment the Whistleblower has suffered. The complaint will be investigated by a senior manager who has not been involved in the whistleblowing investigation or an independent external party. The investigation will be managed in the same method specified in Section 9.4. If such a complaint is made anonymously, the Whistleblower's identify will be protected.

9. HOW WILL ANY ALLEGATION OF WRONGDOING BE INVESTIGATED?

9.1. Investigation process

On receipt of any Disclosure the following process will generally apply:

a) Disclosure will be assessed;

b) Allegations will be reviewed;

c) An investigation will be conducted; and

d) Findings will be made.

9.2. Assessment of disclosure

Conplant will assess whether a Disclosure falls within the intended scope of this Policy. All Disclosures that do fit within the scope of this Policy will progress to the next stage.

9.3. Review of allegations

9.3.1. Conplant will carry out a preliminary review of the Disclosure and will decide whether the allegations should be investigated and what type of investigation should take place.

9.3.2. It may be necessary to move a Whistleblower to another area to prevent workplace disharmony where an allegation may involve their immediate work area and/or colleagues. Where management action is taken in this type of circumstance it must always be first verbally explained to the impacted individual and then followed up in writing so that the individual understands the reason for the move.

9.4. Investigation

9.4.1. Disclosures can vary significantly in complexity. How an investigation will be handled will depend on the nature of the Disclosure and Disclosable Matter and how much information has been provided.

9.4.2. Generally, the following key principles will apply:

a) An investigation will be undertaken by an investigator. Depending on the nature of the Disclosure, the investigator may be someone internal to Conplant or an external party such as an external lawyer or accountant or other as appropriate.

b) The investigation will be undertaken in a timely, confidential, fair and objective manner and in a way in which ensures the fair treatment of the Whistleblower and all other individuals associated with the Disclosure, including witnesses.

c) Either the recipient of the Disclosure or another appropriate person will keep the Whistleblower informed of the progress of the investigation and outcome. The detail provided to the Whistleblower will reflect the nature of the allegations and the rights of others involved and therefore may be limited.

d) The investigation will result in a report to the appropriate decision maker.

e) Information on the nature of the alleged wrongdoing will be limited to the individual/s involved in investigating the allegation of wrongdoing.

f) All documents and evidence, whether hard copy or electronic, regarding the matter will be stored securely and only be available to those directly involved in investigating the complaint.

g) The identity of the Whistleblower is only revealed where clear consent has been provided in writing and any disclosure of information is within the consent or when one of the exceptions outlined at Section 8.3 apply.

h) Individuals involved in managing or investigating a complaint will be trained in confidentiality obligations.

i) The Whistleblower, witnesses, the individual/s who are the subject of the allegations and anyone else involved in the investigation are all required to maintain confidentiality in relation to the investigation. A breach of confidentiality will be treated seriously by Conplant and may result in disciplinary action including dismissal.

j) Managers/supervisors will be informed of any absence of an employee involved in the investigation by the investigator and that they are unable to provide further information due to confidentiality requirements. Managers/supervisors will also be reminded of their confidentiality obligations.

k) There will be other electronic safeguards in place including password protection of electronic documents, log in password protection and restricted access to the area that documents are stored. Please refer to the Information, Communication, Technology and Systems Policy (ICTS) for further information on conduct relating to the use of Conplant's IT systems.

l) Conplant retains the right to seek legal advice regarding the conduct of any investigation. Seeking legal advice from a legal practitioner does not breach the Act as legal advisors are obligated under legal privilege and contractually to retain confidentiality.

m) In certain circumstances where allegations of wrongdoing and associated investigations are complex, Conplant may also engage specialist external advice and expertise to assist with or conduct the investigation and/or provide expert opinion, for example this could include

a forensic IT specialists, private investigators or forensic accountants. Decisions regarding external expertise will be taken on a case by case basis.

9.5. Investigation findings and outcome

9.5.1. The investigation will conclude with a report by the investigator. The report will include findings on the allegations and a summary of the evidence on which the findings are based. To the extent permitted under applicable laws, the Whistleblower and/or a person against whom allegations have been made may be notified of the findings of the investigation. Any investigation report will remain the property of Conplant and will not be shared with the Whistleblower, witnesses or any person against whom allegations have been made.

9.5.2. Depending on the findings made, an appropriate decision maker will determine what, if any, action is taken in relation to investigation report. In cases where the findings result in disciplinary action, Conplant will be unable to discuss specific action/s taken with the Whistleblower.

9.5.3. The findings and outcome of investigations will be reported to the Managing Director and the Board including recommendations for actions that have been implemented to ensure that where possible additional risk management practices are put in place to minimise the opportunity for reoccurrence.

9.6. Communicating with the Whistleblower

9.6.1. If the Whistleblower has made a Disclosure anonymously then their anonymity will mean that Conplant may not be able to talk to them about their protections, but they will still apply. An anonymous Whistleblower is able to seek information from our provider "**Grapevine**".

9.6.2. If the Whistleblower has sought advice from a manager regarding the Disclosure, or has not made the Disclosure anonymously, Conplant will be in a position to communicate with them regarding whether the Disclosure is about a Disclosable Matter to which the protections apply.

9.6.3. If the Whistleblower has made their identity known and the Disclosure is about a Disclosable Matter, this will be confirmed with the Whistleblower and an initial detailed statement will be taken. Discussion will take place with regard to how the Whistleblower wishes to be contacted initially and on an ongoing basis. Additional information and/or clarification may be requested on an ongoing basis. This can be during or outside normal office hours depending on the circumstances.

9.6.4. Where possible, updates will be provided to the Whistleblower on how the matter is progressing, ie when the process has begun, is in progress and when finalised. At various stages and due to confidentiality obligations, it may not be possible for Conplant to share all the elements of the investigation with the Whistleblower.

9.7. Other support for Whistleblowers and others involved in Whistleblower investigations

A Whistleblower, those who may be accused of alleged misconduct, those who are witnesses or otherwise participating in an investigation can access support by contacting the individuals and entities outlined at clauses 5.1 and 5.2. Conplant's Employee Assistance Program (EAP) may also be accessed either by telephone, internet or by using an application. The EAP can provide immediate emotional support as necessary or provide information or access to other specialist providers such as counsellor.

EAP contact information:

- Website: https://www.accesseap.com.au/
- Telephone: 1800 818 728
- Mobile Application for Apple or Android: **EAP in Focus** and download the application

Access to the EAP is free and confidential and Conplant is provided only with general information around usage based on voluntary information provided by individuals who access the service. Employees are asked to provide this information on a voluntary basis and are not obliged to do so. Those who are external to Conplant may be required to provide information to assist with an assessment of eligibility for services provided by the EAP.

10. OTHER TYPES OF DISCLOSURES THAT ARE COVERED UNDER THE ACT

In some circumstances, a Disclosure can be made to a journalist and members of State and Commonwealth Parliaments. These relate to public interest disclosure and emergency disclosures (as covered by the Act). It is important for the individual to understand the criteria for making a public interest or emergency disclosure. The individual should contact an independent legal adviser, or a person or entity specified above before making a public interest disclosure or an emergency disclosure.

11. FAIR TREATMENT

Conplant will ensure the fair treatment of both Whistleblowers and any employees mentioned in a Disclosure by:

a) educating employees and officers on the requirements of this policy;

b) facilitating anonymous Disclosures;

c) maintaining confidentiality over Disclosures and the identity of Whistleblowers and others identified in reports;

d) taking steps to ensure investigations into Disclosable Conduct are confidential, fair and objective;

e) protecting Whistleblowers from Detriment;

f) taking steps to monitor the wellbeing of Whistleblowers and employees mentioned in Disclosures;

g) where possible regularly updating the Whistleblower on the progress of any investigation into a Disclosure; and

h) not taking any disciplinary action against an employee mentioned in a Disclosure unless or until the Disclosure is substantiated.

12. HOW THIS POLICY WILL BE MADE AVAILABLE

Conplant's Whistleblowing policy will be made available on the company intranet, in hard copy in lunchrooms, on Conplant's external website and form part of Conplant's induction for new employees.

Information, training and guidance will be provided in-house and externally as appropriate to all employees with a particular focus on confidentiality as it relates to whistleblowers, witnesses and those who may be accused of alleged misconduct.

13. OTHER RESOURCES

ASIC whistleblower resources

ASIC has information regarding whistleblowing available from its website at: https://asic.gov.au/about-asic/asic-investigations-and-enforcement/whistleblowing/

In relation to rights and protections for whistleblowers, see Information Sheet 238 Whistleblower rights and protections: https://asic.gov.au/about-asic/asic-investigations-and-enforcement/whistleblowing/whistleblower-rights-and-protections/

For information for recipients of disclosures, see Obligations on company officers: https://asic.gov.au/for-business/running-a-company/company-officeholder-duties/whistleblowers-company-officeholder-obligations/

ATO whistleblower resources

The Australian Taxation Office introduced new arrangements to protect whistleblowers in July 2019, information is available from: https://www.ato.gov.au/general/gen/whistleblowers/.

14. POLICY UPDATE AND REVIEW

The contents of this Policy, as varied from time to time, are an accurate reflection of the conditions applying to Whistleblowing and unlawful conduct. Any reference to obligations or requirements of Conplant in this Policy is not intended to give rise to contractual obligations binding on Conplant. If you are unsure about any matter covered by this Policy, you should seek the assistance of the National Manager – People and Performance.

Conplant is committed to the implementation of this policy and will review the policy as appropriate at any time, including but not limited to by reason of changes to law, technology and best practice. This Policy has been authorised by Conplant's Managing Director, Ian Coleman.