



Whistleblower Policy

Purpose

Austin is committed to maintaining a high standard of integrity and good corporate governance. This Whistleblower Policy forms an important part of Austin's risk management system and corporate governance framework.

The purpose of this Policy is to:

- (a) set out how people to whom this Policy applies can report matters and be protected by the whistleblower protections;
- (b) how disclosure reports will be investigated;
- (c) describe how Austin will protect the identity of persons making disclosures under this Policy and safeguard them against detriment and retaliation;
- (d) ensure persons who disclose wrongdoing can do so safely, securely and with confidence that they will be protected and supported;
- (e) provide transparency around Austin's framework for receiving, handling and investigating disclosures;
- (f) support Austin's values and code of conduct; and
- (g) meet Austin's regulatory and legal obligations.

Who is eligible for whistleblower protection under this Policy?

To be treated as a *whistleblower* under this Policy and be protected you must:

- (a) be one of the individuals set out in "Who may make a disclosure?";
- (b) disclose information regarding the type of matters set out "What types of matters can be disclosed?"; and
- (c) disclose that information to one of the persons and satisfying the criteria set out in "Who should I disclose to?"

This Policy also protects those who are entitled to whistleblower protection under the Acts that set out the statutory protections.

Who may make a disclosure?

Disclosures can be made by a current or former:

- (a) officer or employee of Austin;
- (b) contractor or supplier of goods and services to Austin and their current and former employees;
- (c) associate of Austin; or
- (d) family member, relative or dependent of an individual mentioned above.

A whistleblower may choose to remain anonymous while making a disclosure, over the course of the Investigation and after the matter is finalised.



What is disclosable information?

To be able to make a report under this Policy, a whistleblower **must** have reasonable grounds to suspect that there is Disclosable Information. Disclosable Information is information that concerns relevant misconduct or an improper state of affairs or circumstances at Austin or its related bodies corporate.

Subject to the Acts, Disclosable Information does not generally include a personal work-related grievance. Such matters will be dealt with in accordance with Austin's Grievance and Disciplinary policies, as applicable to each territory in which Austin operates and as amended and/or updated from time to time.

Disclosable Information is information that:

- (a) Concerns misconduct or an improper state of affairs or circumstances at Austin (for example, fraud, corruption, bribery, theft, conflicts of interest, negligence, financial irregularities, money laundering or misappropriation of funds).
- (b) Indicates that Austin has engaged in **Disclosable Conduct**, which includes conduct that:
 - (i) represents a danger to the public or the financial system;
 - (ii) constitutes an offence against any Commonwealth law that is punishable by imprisonment for a period of 12 months or more;
 - (iii) constitutes an offence or contravention of Relevant Legislation; or
 - (iv) is otherwise prescribed by regulations under Relevant Legislation to be a disclosable matter; or
 - (v) may assist Austin in performing functions or duties in relation to its tax affairs.

Disclosable Information usually relates to the conduct of persons performing work for Austin but can also relate to conduct of third parties, such as customers, suppliers or service providers.

If you have reasonable grounds to suspect misconduct and your concerns later turn out to be incorrect, you may still be entitled to the protections under this Policy and, if it is a protected disclosure, under the Acts.

Who should I disclose to and how?

You must make your disclosure in accordance with this Policy to qualify for whistleblower protection.

To ensure appropriate escalation and timely investigation of matters under this Policy, Austin encourages disclosures to be made in writing to the "**Austina**" Service, which is a service operated by the Disclosure Coordinator for the purposes of this Policy.

Disclosures should provide Austin with as much detail as possible to assist with its inquiries into the matter, including:

- (a) your name and contact details;
- (b) if your report is anonymous, an anonymised email address or other anonymised contact point so as to facilitate follow up questions or provide feedback;
- (c) a statement describing the Disclosable Information;
- (d) name of the person(s) involved;
- (e) dates, times and locations;



- (f) details of any relevant transactions;
- (g) copies of any relevant documents;
- (h) names of possible witnesses; and
- (i) steps already taken to report or address the matter (if any).

The “Austina” service may be contacted via email to austina@austineng.com.au

Please refer to our website for the contact details of the Disclosure Coordinator.

Alternatively, you can make a protected disclosure to any one of the following:

- (a) an officer or senior manager within Austin, including the Disclosure Coordinator;
- (b) an auditor or member of an audit team conducting an audit on Austin;
- (c) if the disclosure concerns Austin’s tax affairs or the tax affairs of a subsidiary of Austin, then to Austin’s registered tax agent or BAS agent, or an employee or officer at Austin who has functions or duties relating to its tax affairs and who you consider may be assisted in their role by knowing that information;
- (d) ASIC;
- (e) APRA;
- (f) AFP;
- (g) a Commonwealth authority prescribed by regulation under the Acts; or
- (h) disclosures to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of this Policy and the whistleblower provisions in the Acts.

Public Interest or Emergency Disclosures

After you have made a disclosure as outlined above, you may also be able to make a **public interest** or **emergency disclosure** to a journalist or parliamentarian in accordance with the Acts, in limited circumstances which are summarised below.

Before you can make a public interest or emergency disclosure you:

- (a) must have already made a disclosure of the qualifying information to ASIC, APRA or another Commonwealth body as prescribed by regulation; and
- (b) **do not** have reasonable grounds to believe that any action is, has been or is being taken to address your disclosure.

In addition to the above, the below specific criteria apply to the respective type of disclosure.

Public Interest disclosure:

- (a) **At least 90 days have passed** since you reported your concerns to ASIC or APRA.
- (b) You do not have reasonable grounds to believe that action to address your concerns is being taken or has been taken.



- (c) You have reasonable grounds to believe that making a further disclosure is in the public interest.
- (d) **After 90 days** from when you reported to ASIC or APRA and before you make the public interest disclosure **you have given** written notice to the regulatory body that includes sufficient information to identify the original report and **which states that you intend** on making a public interest disclosure.
- (e) The information you disclose must be no greater than necessary to inform the journalist or parliamentarian of the particular misconduct or improper state of affairs or circumstances as set out in your original report.

Emergency disclosure:

- (a) You have reasonable grounds to believe that the information in your report concerns a substantial or imminent danger to the health or safety of one or more people or to the natural environment.
- (b) Before making the emergency disclosure **you have given** ASIC or APRA **written notice** that includes sufficient information to identify the original report and **which states that you intend** on making an emergency disclosure.
- (c) The information you disclose must be no greater than necessary to inform the journalist or parliamentarian about the substantial or imminent danger.

Before you make a public interest or emergency disclosure, we recommend you first seek independent legal advice to ensure that the disclosure is protected under the Acts.

What happens after a disclosure has been made?

When a disclosure is made which may fall under this Policy, the following steps must be followed except where, in the opinion of the Disclosure Coordinator, it would be inappropriate or unreasonable in the circumstances to do so, in the discretion of the Disclosure Coordinator:

- (a) any person listed in “Who should I disclose to?” who receives the information must provide the information to a Disclosure Coordinator as soon as practicable, removing any information which identifies or may identify the discloser of the information (the potential whistleblower) prior to doing so (unless the potential whistleblower has provided their consent to that disclosure);
- (b) as soon as practicable, the Disclosure Coordinator responsible for the matter must determine whether the disclosure falls within the scope of this Policy (the Initial Review) and, if so, appoint an investigator with no personal interest in the matter to conduct an investigation into the matters disclosed, if they determine it to be necessary or appropriate (the Investigation);
- (c) the investigator must conduct an Investigation in an objective and fair manner:
 - (i) Ensuring to provide any employee who has been adversely mentioned in information provided by a whistleblower an opportunity to respond to the allegations made in respect of them prior to any adverse findings being made.
 - (ii) Where the whistleblower wishes to remain anonymous, they may refuse to answer questions they feel could reveal their identity at any time.



- (d) the Initial Review may generally be completed within 4 to 6 weeks of Austin's receipt of a report (or disclosure) under this Policy while an Investigation may take up to 12 weeks. However, timeframes for any Initial Review or ongoing inquiries or Investigations will vary depending on the nature of the report and at Austin's discretion;
- (e) the outcome of the Investigation must be reported to the Board or its delegated subcommittee, and may be reported to the whistleblower and any persons affected, as the Disclosure Coordinator considers appropriate;
- (f) subject to the exceptions allowed under "What about confidentiality?" or otherwise by law, the identity of a whistleblower (or information that is likely to lead to their identity becoming known) must be kept confidential at all times, during and after the Investigation (including in any reporting to the Board or to any persons affected). All persons responsible for or involved in an Investigation must take all reasonable steps to reduce the risk that a whistleblower will be identified;
- (g) a whistleblower may raise any concerns or complaints regarding this Policy or their treatment with the Disclosure Coordinator;
- (h) Austin may be unable to undertake an Investigation if it is not able to contact the whistleblower; and
- (i) The whistleblower will be provided with regular updates, if they can be contacted. The frequency and timeframe may vary depending on the nature of the disclosure.

What about confidentiality?

Whistleblower's identity must be kept confidential

Subject to the Permitted Exceptions below, the identity of a whistleblower (or information that is likely to lead to their identity becoming known) must be kept confidential by Austin until (and if) the whistleblower has consented to the disclosure. It is unlawful for the identity of a whistleblower to be revealed outside of these circumstances.

Permitted Exceptions

The identity of a whistleblower (or information that is likely to lead to their identity becoming known) may be disclosed without the whistleblower's consent **ONLY** if the disclosure is made to:

- (a) an in-house or external lawyer for the purpose of obtaining legal advice or legal representation in relation to the operation of the relevant whistleblower laws;
- (b) the AFP or State Police;
- (c) ASIC;
- (d) APRA;
- (e) where required to disclose the information to a court or tribunal, where the court or tribunal considers it necessary in the interests of justice or to give effect to the whistleblower provisions under the Acts; or
- (f) the Australian Commissioner of Taxation if the disclosure concerns Austin's tax affairs or the tax affairs of a subsidiary of Austin.



Disclosure of information without your consent

Austin can disclose the information contained in a disclosure without your consent, if:

- (a) the information does not include your identity;
- (b) ASX has taken all reasonable steps to reduce the risk that you will be identified as a result of the disclosure; and
- (c) it is reasonably necessary for investigating the issues raised in the disclosure.

It is possible that someone might deduce your identity without there having been a breach of confidentiality, or otherwise as a consequence of the nature of the investigatory process. For example:

- (a) if the nature of your report points to one particular individual having made it;
- (b) if you have previously mentioned to others that you had considered making a disclosure;
- (c) you are one of a small group of people with access to the information, or
- (d) the information disclosed was disclosed to you privately and in confidence.

Provision of whistleblower information to a court or tribunal

No person at Austin may disclose or produce to a court or tribunal any information or documents which discloses the identity of a whistleblower (or information likely to lead their identity becoming known) without seeking the advice of a Group General Counsel.

Will I be victimised?

It is illegal (through a criminal offence and civil liability) for any person at Austin to cause or threaten any detriment to any person for a reason which includes that they or any other person:

- (a) is or proposes to be a whistleblower; or
- (b) is suspected or believed to be, or could be, a whistleblower.

“**detriment**” includes (but is not limited to):

- (a) dismissal;
- (b) injury of an employee in their employment;
- (c) alteration of an employee’s position or duties to their disadvantage;
- (d) discrimination, harassment or intimidation;
- (e) harm or injury including psychological harm;
- (f) damage to property, reputation or business or financial position; and
- (g) taking action against a whistleblower to enforce a right (for example, a breach of confidentiality) or subjecting them to any liability or action simply because they have made a disclosure.

However, a *whistleblower* may be subject to disciplinary action or an investigation following a disclosure, where the disclosure reveals wrongdoing or potential wrongdoing on your own behalf.



Compensation and other remedies for detrimental conduct

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

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

Protections

A whistleblower is protected from any of the following in relation to their disclosure:

- (a) civil liability (e.g. any legal action against the discloser for breach of an employment contract, duty of confidentiality or another contractual obligation);
- (b) criminal liability (e.g. attempted prosecution of the discloser for unlawfully releasing information, or other use of the disclosure against the discloser in a prosecution (other than for making a false disclosure)); and
- (c) administrative liability (e.g. disciplinary action for making the disclosure).

What is the role of the Austin Board?

Subject to the confidentiality obligations in this Policy, the Company Secretary must provide the Board or its delegated subcommittee, quarterly reports on all material whistleblower matters, including information on:

- (a) the status of any investigations underway; and
- (b) the outcomes of any investigations completed and actions taken as a result of those investigations.

Definitions

Austin or the company	Austin Engineering Ltd ACN 078 480 136, its subsidiary companies from time to time, operating divisions, business units and joint ventures (where relevant)
Acts	Means the <i>Corporations Act 2001 (Cth)</i> and the <i>Taxation Administration Act 1953 (Cth)</i>
ASIC	Australian Securities and Investments Commission.
APRA	Australian Prudential Regulatory Authority
AFP	Australian Federal Police
Board	The board of directors of Austin.
Chair	The chair of the board.
Director	A director of the company.
Disclosure Coordinator	The General Counsel.
Commonwealth	Commonwealth of Australia



Personal work-related grievance

A grievance about any matter relating to the discloser's employment or former employment which has or tends to have implications for the discloser personally, and which may include (without limitation) the following:

- interpersonal conflict between a whistleblower and another employee;
- decisions relating to the engagement, transfer or promotion of the whistleblower;
- decisions relating to the terms and conditions of engagement of the whistleblower;
- decisions relating to the disciplinary treatment, suspension or termination of engagement of the whistleblower;
- information that does not have significant implications for Austin or any related entity;
- information that does not amount to Disclosable Conduct.

Relevant Legislation

means the *Corporations Act 2001 (Cth)*, the *Australian Securities and Investments Commission Act 2001 (Cth)*, the *Banking Act 1959 (Cth)*, the *Financial Sector (Collection of Data) Act 2001 (Cth)*, the *Insurance Act 1973 (Cth)*, the *Life Insurance Act 1995 (Cth)*, the *National Consumer Credit Protection Act 2009 (Cth)*, the *Superannuation Industry (Supervision) Act 1993 (Cth)*, *Competition and Consumer Act 2010 (Cth)*, the *Taxation Administration Act 1953 (Cth)*, other tax laws administered by the Commonwealth Commissioner of Taxation, any other Commonwealth law that is punishable by imprisonment for a period of 12 months or more, and regulations under or instruments referred to in these Acts.

You

Directors and employees of and contractors to Austin.