

# HR 6 - PROTECTED DISCLOSURES (WHISTLEBLOWER) POLICY - AU

Including:

- When a protected disclosure can be made
- Protections for persons making a protected disclosure
- Procedures for making a protected disclosure
- Investigation procedure

<b>Board Approved:</b>	<b>October 2020</b>
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## Purpose

Freightways Limited (the “Company”), together with its related bodies corporate (the “Group”), is committed to encouraging, supporting and respecting open and honest accountable work practices. The Company believes all employees and other stakeholders that interact with it have a responsibility to eliminate serious wrongdoing in the workplace by:

1. making sure that individuals covered by the policy feel safe to report concerns;
2. ensuring that all concerns are appropriately dealt with; and
3. protecting individuals who are covered by this policy, and report concerns in accordance with this policy, from any adverse consequences.

The purpose of this policy is to ensure that the above commitments are met, and that the Company has clear procedures in place for making protected disclosures in accordance with the applicable protected disclosures legislation (the “Law”) in Australia, as amended from time to time.

## Scope

This policy is applicable only in Australia. A separate whistleblower policy exists for New Zealand, to ensure the policies operating in each country reflect the law in that jurisdiction.

The Law and this policy are designed to facilitate the disclosure and investigation of misconduct or the existence of an improper state of affairs in or by the Company, or any related body corporate of the Company, and protect those who make disclosures of information about any misconduct or the existence of an improper state of affairs in accordance with the Law.

This policy outlines who is covered by the Law, defines and sets out the Company’s internal procedures for how a protected disclosure can be made and how the Company will investigate any protected disclosure.

This policy is not designed to enable individuals to question financial or business decisions taken by the Group, if they do not involve misconduct or the existence of an improper state of affairs.

It is reasonable for the Company to expect Individuals to use the procedures set out in this policy, rather than disclose the information of serious wrongdoing to any third party or otherwise air their complaints outside the Group. Failure to do so may result in a disclosure not benefitting from the protections set out in this policy and the Law.

## 1) What disclosures are protected?

The Law and this policy are designed to offer protection to individuals who disclose information, provided that the disclosure is made in accordance with this policy and:

- a) you are one of the Group's officers, employees, or otherwise have a connection with the Group, as set out at paragraph 2 of this policy;
- b) you have reasonable grounds for your concern;
- c) your concern relates to the types of matters set out at paragraph 3 of this policy; and
- d) you raise your concern with one of the recipients set out at paragraph 4 of this policy.

## 2) Who can make a protected disclosure?

The following persons can make disclosures that qualify for the protections set out in this policy and the Law:

- a) anyone who performs work for the Group, which includes:
  - i) its officers and employees;
  - ii) consultants, secondees and volunteers;
  - iii) its associates<sup>1</sup>; and
  - iv) its contractors, suppliers, agents and their employees.

If you are not an individual described above, please refer to Schedule 1 titled "Disclosures by external persons".

As a condition of working with the Group, you are required to comply with any lawful directions made by the Company in respect of this policy. This policy is not intended to be contractually binding and does not form part of any contract you may have with the Group.

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<sup>1</sup> Associate in this context means an individual who is an associate of the Company within the meaning of the Corporations Act 2001. This includes directors and company secretaries of the Company and its related bodies corporate, and may also include a range of individuals with whom the Company acts in concert or is otherwise associated in a formal or informal way.

## 3) What can be the subject of a protected disclosure?

This policy allows for reporting of the following types of improper conduct in or about the Company and its related bodies corporate, provided you have reasonable grounds for your concern:

<b>Type of conduct</b>	<b>Examples</b>
<p>Misconduct in relation to the Company or a related body corporate.</p> <p><b>Misconduct</b> includes fraud, negligence, default, breach of trust, or breach of duty in relation to the Company or a related body corporate.</p>	<p><b>Examples:</b></p> <p>Deliberately or negligently breaching laws in the conduct of its business.</p> <p>Deliberately overcharging customers or charging customers for services they did not receive.</p>
<p>An improper state of affairs or circumstances, in relation to the Company or a related body corporate.</p>	<p><b>Example:</b></p> <p>Unethical conduct, such as systemic or serious breaches of the Company's Code of Ethics or other policies, including instances of, or suspicion of, Modern Slavery within the Group's operations or supply chains.</p> <p>Conduct which may cause financial or non-financial loss to the Group or be otherwise detrimental to the interests of the Company, such as financial mismanagement.</p>
<p>Information that indicates that the Company or its related bodies corporate or any of the Group's officers or employees have engaged in conduct that constitutes a breach of the Corporations Act or other laws administered by Australian Securities and Investments Commission (ASIC) and Australian Prudential Regulation Authority (APRA), as set out in Schedule 2.</p>	<p><b>Examples:</b></p> <p>Insider trading.</p> <p>Trading while insolvent.</p> <p>Breach of continuous disclosure rules.</p> <p>Victimising a person who is, or is thought to be, a discloser.</p> <p>Breaching the confidentiality of a discloser.</p>

<p>Information that indicates that the Company or its related bodies corporate or any of the Group’s officers or employees have engaged in conduct that breaches any other Commonwealth laws, punishable by 12 months or more imprisonment.</p>	<p><b>Example:</b> Bribing a government official.</p>
<p>Information that indicates that the Company or its related bodies corporate or any of the Group’s officers or employees have engaged in conduct that represents a danger to the public or to the financial system.</p>	<p><b>Examples:</b> Deliberately or negligently misleading the public about the safety of a product.  Systemic conduct that might pose a risk to stability of, or confidence in, the Group’s financial system.</p>
<p>Information that indicates misconduct or an improper state of affairs or circumstances, in relation to the tax affairs of the Company, or an associate<sup>2</sup> of the Company and you consider this information may assist the recipient to perform their functions or duties in relation to those tax affairs.</p>	<p><b>Example:</b> Information about a tax evasion scheme within the business.</p>
<p>Any attempt to conceal or delay disclosure of any of the above conduct.</p>	

<sup>2</sup> Associate in this context refers to an associate of a company as defined in the *Income Tax Assessment Act 1936*, and includes a partner, a trustee of a trust where the company or their associate benefits from the trust, a controlling entity and a controlled company.

Personal work-related complaints are not covered by this policy. This policy should not be used for complaints relating to personal work-related grievances, such as an interpersonal conflict between the discloser and another person, a decision relating to engagement, transfer or promotion of the discloser, a decision relating to the terms and conditions of engagement of the discloser, or a decision relating to suspension, termination or discipline of the discloser.

Concerns of that nature should be raised with:

- a) if you are one of the Group’s employees, officers, secondees or volunteers – with a member of the Group’s People & Culture team or use the HR1 - Workplace Relations Policy (as appropriate);
- b) otherwise – concerns should be raised with one of the Group’s General Managers.

## 4) How to make a protected disclosure

- a) If you wish to make a disclosure about improper conduct pursuant to this policy, the Company encourages you to report it to one of the Group’s General Managers (GM) or the Group’s Chief Executive Officer (CEO). They are authorised to receive disclosures and have received special training to handle disclosures. They can be contacted through the main receptions of :

	TIMG <sup>1</sup>	Shred-X <sup>2</sup>	FRE <sup>3</sup>
GM	Chris Cotterrell	Van Karas	
CEO			Mark Troughear
Phone:	(02) 9305 9596	1 300 747 339	+64 9 571 9670
Email:	CCotterrell@timg.com	Van.Karas@shred-x.com.au	mark.troughear@freightways.co.nz
Mail:	PO Box 21 Enfield, NSW, 2136	PO Box 1184 Oxenford, QLD, 4215	DX CX10120 Auckland, New Zealand

<sup>1</sup> The Information Management Group Pty Ltd

<sup>2</sup> Shred-X Pty Ltd

<sup>3</sup> Freightways Limited

You may also make a disclosure externally through the EAP Services Whistleblower Hotline at: 1800 726 474 from Australia.

The EAP Whistleblower Hotline is a confidential way for people to whom this policy applies to anonymously report illegal, corrupt or unethical conduct occurring within the Company or its related bodies corporate, without fear of victimisation.

- b) The whistleblowing hotline is operated and managed by EAP Services Limited and is not related to the Company or any of its related bodies corporate. They will not record your call or pass on your name to the Company, but will pass on your complaint to the relevant General Manager or the Group’s CEO, as appropriate.

- c) It is the Company's preference that disclosures about improper conduct are made through a designated General Manager or the Group's CEO and/or the external whistleblowing hotline. However, you may also make an internal disclosure to:

An officer or senior manager of the Company or a related body corporate	An auditor or a member of an audit team conducting an audit of the Company or a related body corporate
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- d) If the disclosure relates to improper conduct in Group tax affairs, internal disclosures may also be made to:

An officer or senior manager of the Company or a related body corporate	Any other employee or officer who has functions or duties relating to the tax affairs of the Group	An auditor or a member of an audit team conducting an audit of the Company or a related body corporate	A registered tax agent or BAS agent providing tax agent or BAS services to the Company or a related body corporate
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- e) You may also be able to report your concern externally. Please read paragraph 11 of this policy, if you are considering this.
- f) You may wish to seek independent legal advice (at your own cost) for the purpose of obtaining legal advice or representation in relation to making a disclosure.

## 5) Can I make a disclosure anonymously?

- a) You can make a disclosure of improper conduct anonymously. However, to enable the Company to properly investigate and respond to disclosures, the Company would benefit from the discloser providing their name when making a disclosure.
- b) If you wish to make an anonymous disclosure, it is preferable if you use the whistleblowing hotline details at paragraph 4 of this policy.
- c) If you make an anonymous disclosure, the person investigating the disclosure may not be able to provide you with information about the status of any investigation into the conduct.

## 6) Confidentiality of disclosures

- a) The Company will keep a discloser's identity (or information likely to lead to a person being identified as a discloser) confidential and will endeavour to do likewise for the information disclosed, except in the following circumstances:
  - i) the discloser consents to this information being disclosed;
  - ii) during the investigation process, the Company is permitted to disclose information (other than the identity of the discloser) reasonably necessary for the purposes of investigating the disclosure. The Company will take reasonable steps to reduce the risk of the discloser being identified;
  - iii) The Company needs to disclose this information to obtain confidential legal advice or representation; or
  - iv) The Company is required or permitted to do so by law, or needs to disclose the information to prevent a serious and imminent threat to life, health or property.
- b) If you receive information about the identity of a discloser (whether directly or indirectly) or the information disclosed, you must keep that information confidential (except in the circumstances permitted above). If you do not keep that information confidential or you disclose information likely to lead to the person being identified as a discloser (except in the circumstances permitted above):
  - i) if you are one of the Group's employees – you will be subject to disciplinary action, which may include a formal written warning, or termination of your employment,
  - ii) if you are not one of the Group's employees – the Group may terminate your engagement or appointment, or take other appropriate corrective action; or
  - iii) you may be exposed to criminal and civil penalties, including substantial fines and/or jail.
- c) Files and records relating to disclosures will be treated as confidential and stored securely.

## 7) How will the Company investigate a disclosure?

- a) The way the Company will investigate a disclosure of improper conduct will depend on who raises the concern, the seriousness and nature of the conduct disclosed, and who receives the disclosure. The objective of an investigation is to determine whether there is evidence which substantiates the concern raised in the disclosure.
- b) The usual steps in responding to a disclosure are set out below.



- c) In relation to any disclosure appropriately made under this policy, the Company will endeavour to:
  - i) investigate the disclosure within a reasonable period of time,
  - ii) ensure that any investigation is fair and objective;
  - iii) avoid conflicts of interest in carrying out any investigation; and
  - iv) keep information relating to disclosures (including the identity of the discloser) confidential, except as required by law and permitted under this policy.
- d) The investigation team will be coordinated by the relevant General Manager and/or the Group's CEO. In some cases the Company may appoint external investigators such as lawyers or forensic accountants.
- e) If the discloser can be contacted, the relevant General Manager and/or the Group's CEO or recipient of the disclosure will discuss the likely steps of the investigation with the discloser (including whether the discloser consents to their identity being disclosed) and provide the discloser with updates from time to time (where appropriate).
- f) The outcome of any investigation will be reported to the Group's CEO and the Board.

- g) If the investigation substantiates the disclosure:
  - i) the Company is committed to addressing any wrongdoing, to the extent practicable in the circumstances; and
  - ii) the Board of the Company will be notified if the disclosure indicates a material concern calling into question the Group's culture.

## 8) How does the Company ensure fair treatment of employees mentioned in a disclosure?

- a) Usual practice is to ensure that any investigation process is confidential and fair.
- b) The Company will endeavour to:
  - i) maintain the privacy of employees who are mentioned in a disclosure or to whom a disclosure relates; and
  - ii) provide employees who are mentioned in a disclosure or to whom a disclosure relates, an opportunity to respond (where appropriate and subject to the Company's requirements to maintain confidentiality).

## 9) Victimisation is prohibited

- a) The Company is committed to protecting persons from being victimised in the workplace as a result of an actual or potential disclosure. These protections are essential to creating an environment where employees, officers and others who work with the Group are comfortable reporting any improper conduct. However for practical reasons, the Company may not be able to extend the full range of protections to persons who are not Group officers or employees.
- b) **Victimisation** is conduct that:
  - i) causes any detriment to another person; or
  - ii) constitutes the making of a threat to cause detriment to another person; and
  - iii) where the reason (or part of the reason) for that conduct is a belief or suspicion that the other person (or any other person) made, may have made, proposes to make, or could make, a disclosure of improper conduct.

- c) **Detriment** includes:
  - i) dismissing or demoting an employee;
  - ii) injuring an employee in their employment;
  - iii) altering an employee's position or duties to their disadvantage;
  - iv) discriminating between an employee and other employees;
  - v) harassing or intimidating a person;
  - vi) harming or injuring a person including causing psychological harm; and
  - vii) damaging a person's property, reputation, business or financial position or causing any other damage to a person.
- d) If you consider that you have been victimised as a result of making a disclosure, or in the belief that you have made, or may make, a disclosure, you should immediately report this to the Group's CEO. You can also report victimising conduct under this policy.
- e) If you are found to have engaged in victimisation:
  - i) if you are one of the Group's employees - you will be subject to disciplinary action which may include a formal written warning, or termination of your employment with the Group; or
  - ii) if you are not one of the Group's employees – the Company may terminate your engagement or appointment, or take other appropriate corrective action.
- f) The Laws prohibit victimisation. If a court decides that you have victimised another person in breach of the Laws, the court may order you to:
  - i) pay compensation to the person who was victimised; and
  - ii) pay substantial fines and/or go to jail.

The Company may also be ordered to pay substantial penalties and legal costs.

## **10) What other support and protections does the Company provide for disclosers?**

- a) If you are one of the Group's employees or officers, you are entitled to support and will be given access to an appropriate support service. The Company may explore options such as taking leave, relocation to another area of business or a secondment arrangement while the disclosure is being investigated.
- b) If you are one of the Group's employees, you will not be subject to disciplinary action for making a disclosure on reasonable grounds. You may however still be subject to disciplinary action for misconduct that is revealed as a result of your disclosure. The Company may take the disclosure into account when determining the nature of any disciplinary action taken against you.
- c) If you think your disclosure has not been dealt with sufficiently, you may raise the concern with the Group's CEO if you have not already done so, or report this concern under this policy.

## **11) Can I report my concern externally?**

- a) This policy is intended to facilitate internal disclosures of improper conduct as defined in this policy.
- b) In addition to being reportable under this policy, disclosures about protected matters (as defined in the Laws) can be reported directly to an external regulatory body including ASIC or APRA, or the Commissioner of Taxation (for a protected disclosure under the Taxation Administration Act).
- c) The Corporations Act enables you to make a public interest disclosure or an emergency disclosure about a protected matter to a journalist or a member of parliament in certain limited circumstances.
- d) The Company recommends you seek independent legal advice (at your own cost) before reporting any concern to an external regulatory body, a journalist or a member of parliament. A disclosure to a legal practitioner for the purposes of obtaining legal advice or representation in relation to the operation of the Laws is a protected disclosure.
- e) Nothing in this policy is intended to prevent any person from reporting possible breaches of laws to relevant government agencies or authorities.

## 12) Protections available to disclosers at law

- a) If your disclosure is a protected disclosure as defined under the Laws, these laws provide that:
  - i) you cannot be subject to any civil, criminal or administrative liability, for making a protected disclosure;
  - ii) no contractual or other remedy may be enforced and no contractual or other right may be exercised against you on the basis of the protected disclosure;
  - iii) you may be subject to civil, criminal or administrative liability for conduct that is revealed by the protected disclosure;
  - iv) if the protected disclosure is to ASIC, APRA or the Commissioner of Taxation, or is a public interest disclosure or emergency disclosure as permitted under the Corporations Act (see paragraph 11 of this policy), the information is not admissible in evidence against you in criminal proceedings, or in proceedings for the imposition of a penalty, except for proceedings in respect of providing false information; and
  - v) if you have been victimised for making a protected disclosure under the Laws or in the belief that you have, or may make such a disclosure, possible remedies available under the Laws include reinstatement, compensation, an order prohibiting the victimisation or an apology. The victimiser can be ordered to pay substantial monetary fines or imprisoned. Protections for Group employees also exist under the Fair Work Act. These are enforceable as a matter of statute and do not form part of this policy.

## 13) What are the consequences of a baseless disclosure?

- a) You may be liable to disciplinary or other form of appropriate corrective action, if the Company concludes that you have made a disclosure maliciously and without having reasonable grounds to do so.

## 14) Public Interest Disclosure Act 2013 (Cth) (PID Act)

- a) The PID Act deals with disclosures by a “public official”. A “public official” includes an officer or employee of a contracted service provider who is party to a Commonwealth contract. A Commonwealth contract is a contract with the Commonwealth or any statutory agency as defined in the Public Service Act 1999 (Cth).
- b) The Company or a related body corporate is a contracted service provider for the purposes of the PID Act.
- c) The PID Act offers protection from reprisal action. The protection applies to public officials who disclose suspected illegal conduct, corruption, maladministration, abuses of public trust, deception relating to scientific research, wastage of public money, unreasonable danger to health or safety, danger to the environment or abuse of position or conduct which may be grounds for disciplinary action.
- d) In the case of officers or employees of a contracted service provider to the Commonwealth, the disclosure must relate to the Commonwealth contract.
- e) If you wish to make a disclosure in relation to a contract between the Company or a related body corporate and the Commonwealth or an agency you may do so under this policy. Alternatively, you may make the disclosure to the Commonwealth agency that is party to the contract, the Commonwealth Ombudsman or the Inspector-General of Intelligence and Security.

## 15) Other information about this policy

- a) The Group’s CEO has responsibility for this policy, including ensuring it is reviewed at least every three years.
- b) This policy is located in the Freightways Group Policy Manual.
- c) The Company reserves the right, at the Company’s absolute discretion, to change this policy from time to time. You are required to periodically review the policy to update yourself on any changes to the policy.
- d) Training on this policy will be offered from time to time. Employees and officers are required to attend this training within 6 months of commencement and then every two years.
- e) If you have any questions about this policy, please contact the Group’s Chief Financial Officer.

## Schedule 1 - Disclosures by external persons

This schedule applies to individuals including:

- i) the Group's former officers, employees, consultants and associates<sup>3</sup>;
- ii) relatives of the Group's current and former officers, employees, consultants and associates<sup>4</sup>;
- iii) the Group's former contractors, suppliers, agents, and their employees; and
- iv) relatives of current and former contractors, suppliers, agents and their employees.

A relative includes a spouse (including de facto), parent, child or dependant.

If you have a concern about improper conduct occurring in relation to the Group's business, you may use the below EAP Whistleblower Hotline to raise your concern.

Phone: 1800 726 474 from Australia

You can raise your concern anonymously. The identity of a discloser (or information likely to lead to a discloser being identified as a discloser) will be kept confidential, except to the limited extent advised otherwise.

Your concern must be based on reasonable grounds **and** relate to the types of conduct outlined in paragraph 3 of this policy.

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<sup>3</sup> Associate in this context is defined in the Corporations Act 2001.

<sup>4</sup> Associate in this context is defined in the Corporations Act 2001.

## **Schedule 2 - Legislation administered by ASIC and APRA**

### ASIC:

- the Corporations Act 2001;
- the ASIC Act 2001;

### APRA:

- the Banking Act 1959;
- the Financial Sector (Collection of Data) Act 2001;
- the Insurance Act 1973;
- the Life Insurance Act 1995;
- the National Consumer Credit Protection Act 2009;
- the Superannuation Industry (Supervision) Act 1993; or
- an instrument made under those Acts.