

Whistleblower Policy

Human Resources
Monadelphous Group Limited

i. Company Definition

This document applies to the persons specified under the section 'Who does the Policy apply to?' and all sites and activities of Monadelphous Group Limited and its Related Bodies Corporate (the Company).

ii. Policy Access

This Policy is accessible to the Company's officers and employees on the Company's Business Management System via its intranet and to all other external parties via the Company's website.

iii. Whistleblower Policy

This Policy sets out how disclosures under the whistleblower regime in the *Corporations Act 2001* can be made and the protections that are afforded Eligible Whistleblowers under such legislation.

The Company provides a reporting framework, which is regularly reviewed, in which our officers, employees, suppliers of services or goods and associates and members of the public are able to report instances of actual or suspected unethical or unlawful conduct (as defined below as "Disclosable Matters"), without fear of detrimental treatment. Our reporting framework is an important tool in assisting us to identify any wrongdoing. We encourage our officers, employees, suppliers of services or goods and associates and any members of the public who are aware of any Disclosable Matter to speak up and report it to us.

We are committed to acting on all matters raised, with integrity and fairness.

Who does the Policy apply to?

This Policy applies to the following Eligible Whistleblowers:

- (a) officers and employees of the Company (both current and former);
- (b) suppliers of services or goods to the Company (whether paid or unpaid) and their employees (both current and former);
- (c) associates of the Company (both current and former); and
- (d) relatives, dependants or spouses of any person in (a) to (c) above,

(collectively, **Eligible Whistleblowers**).

What matters does the Policy apply to?

This Policy applies to any disclosure in respect of alleged conduct of the Company, its related entities, officers or employees which you are aware or have reasonable grounds to suspect:

- (a) concerns misconduct (such as fraud, negligence, default, breach of trust or breach of duty), or an improper state of affairs or circumstances (including tax affairs) in relation to the Company or its related entities;
- (b) constitutes an offence against, or a contravention of, the *Corporations Act 2001*, the *Australian Securities and Investments Commission Act 2001*, the *Insurance Act 1973*, the *Life Insurance Act 1995* or the *Tax Administration Act 1953*;
- (c) constitutes an offence against any other Australian Commonwealth law that is punishable by imprisonment for a period of 12 months or more; or
- (d) represents a danger to the public or the financial system,

(collectively, **Disclosable Matters**).

Examples of Disclosable Matters include:

- (a) illegal conduct such as theft, dealing in, or use of illicit drugs, violence or threatened violence and criminal damage against property;
- (b) fraud, money laundering or misappropriation of funds;
- (c) the offering or accepting a bribe;
- (d) financial irregularities;

- (e) the failure to comply with, or breach of, legal or regulatory requirements; and
- (f) engaging in or threatening to engage in detrimental conduct against a person who has made a disclosure or is believed or suspected to have made, or be planning to make, a disclosure.

Disclosable Matters do not necessarily involve a contravention of a particular law. For example, matters concerning a significant risk to public safety is a Disclosable Matter even if it does not involve a breach of any laws.

The term 'reasonable grounds to suspect' is based on the objective reasonableness of the reasons for your suspicion. Provided that you reasonably believe or suspect your report to be true, you will still be protected under the whistleblower regime in the *Corporations Act 2001* notwithstanding the motive for making the report or if the Disclosable Matter turns out to be incorrect.

Disclosures which qualify for protection

A disclosure will qualify for protection under the whistleblower regime in the *Corporations Act 2001* in circumstances where:

- (a) the disclosure is made by an Eligible Whistleblower;
- (b) the disclosure is made to an Eligible Recipient; Australian Securities and Investment Commission (ASIC), Australian Prudential Regulation Authority (APRA) or a prescribed body under the whistleblower regime in the *Corporations Act 2001*; or a legal practitioner (for the purpose of obtaining legal advice or legal representation in relation to the whistleblower regime in the *Corporations Act 2001*) (as expanded upon in the section 'How can a report be made?' immediately below); and
- (c) the disclosure is a Disclosable Matter.

Matters which are not Disclosable Matters do not qualify for protection under the whistleblower regime in the *Corporations Act 2001* or the *Tax Administration Act 1943*. Such non-Disclosable Matters may however, constitute a breach of our *Code of Conduct (BMS-POL-025)* or our *Supplier Code of Conduct (BMS-POL-1004)* and in the first instance should be raised under *Grievance Resolution Procedure (BMS-PRO-063)*, *Equal Opportunity* and *Anti-Harassment Procedure (BMS-PRO-552)* or an employee's Contract of Employment or applicable Industrial Instrument as is appropriate in the circumstances.

Notwithstanding the above, a work-related grievance or unacceptable workplace behaviour may qualify for legal protection under the whistleblower regime in the *Corporations Act 2001* if:

- (a) it includes information about a Disclosable Matter, or a Disclosable Matter is accompanied by a personal work-related grievance (that is, it is a mixed report);
- (b) the Company, its related entities, officers or employees have breached employment or other laws punishable by imprisonment for a period of 12 months or more, or engaged in conduct that represents a danger to the public;
- (c) the Eligible Whistleblower suffers from or is threatened with detriment for making a disclosure; and
- (d) the Eligible Whistleblower seeks legal advice or legal representation about the operation of the whistleblower regime under the *Corporations Act 2001*.

How can a report be made?

Reports that relate to Disclosable Matters may be made to any of the following Eligible Recipients (who are authorised to receive disclosures that qualify for protection under the whistleblower regime in the *Corporations Act 2001*):

- (a) directors or company secretary of the Company;
- (b) Managing Director, Executive General Managers, CFO, General Manager – Human Resources or Group Legal Counsel of the Company; and
- (c) Internal or external auditors of the Company (including a member of an audit team conducting an audit),

(collectively, **Eligible Recipients**).

It is expected that most concerns or queries regarding a Disclosable Matter will be able to be raised with one of the Eligible Recipients above. This allows us to identify and address any wrongdoing as early as possible. However, if you do not feel that is appropriate or you are concerned that the matter has not been appropriately addressed then you may report the issue using the Monadelphous Integrity Hotline (details are provided in the 'Monadelphous Integrity Hotline' section below). Eligible Whistleblowers who make a report using the Monadelphous Integrity Hotline in relation to a Disclosable Matter will qualify for the same level of protection as if they were making a report to one of the Eligible Recipients identified above.

You may also make a report in relation to a Disclosable Matter to ASIC, APRA or other Commonwealth body prescribed by the whistleblower regime in the *Corporations Act 2001* (or in the case of a disclosure under the *Tax Administration Act 1943*, the Australian Taxation Office (ATO)) and to legal practitioners for the purposes of obtaining legal advice or legal representation.

In certain circumstances, public interest or emergency disclosures in respect of Disclosable Matters that are made by you may be protected by the whistleblower regime in the *Corporations Act 2001*. It is important that you understand the criteria for making such a public interest or emergency disclosure as there are requirements that a report is first made to us or a relevant Commonwealth body. You should obtain independent legal advice before making a public interest or emergency disclosure.

Reports in relation to matters that are not Disclosable Matters should be made directly with a company representative as set out in the *Code of Conduct (BMS-POL-025)* or *Supplier Code of Conduct (BMS-POL-1004)*. We encourage you to raise any issues directly with us but if you do not feel that this is appropriate or you are concerned about the investigation, you may alternatively report the issue using the Monadelphous Integrity Hotline.

In respect of any report of a Disclosable Matter, you may choose to remain anonymous (while making a report, over the course of the investigation and after the investigation is finalised) and such report will still be protected under the whistleblower regime in the *Corporations Act 2001*. You may refuse to answer any questions that you consider may reveal your identity. If you choose to remain anonymous then we will take steps to protect your confidentiality (such as secure record keeping and information sharing). However, if you choose to remain anonymous there may be limitations on our ability to investigate the matter.

Legal protection under the whistleblower regime in the Corporations Act 2001

In respect of Disclosable Matters, the following protections are available to Eligible Whistleblowers under the whistleblower regime in the *Corporations Act 2001*.

Confidentiality

We are under a legal obligation, not to disclose your identity or any information that is likely to lead to your identification without your consent or in accordance with an exception under the whistleblower regime under the *Corporations Act 2001*. If you are concerned about a breach of your confidentiality then you may lodge a complaint with us in the same manner as you would make a report under this Policy or with a regulatory body such as ASIC, APRA or the ATO.

Detrimental conduct

We are also under a legal obligation to not engage in conduct that inflicts or threatens to inflict detriment to you in respect of the report of a Disclosable Matter. Examples of detrimental conduct are; dismissal of an employee, injury or harm, disadvantageous alteration of duties, discrimination, harassment, intimidation and damage to your property, reputation, business or financial position. If you consider that you have been subjected to detrimental conduct you can raise it with us in the same way as you would make a report under this Policy, seek legal advice or contact a regulatory body such as ASIC, APRA or the ATO.

Remedies

You may be entitled to seek remedies through the courts if you suffer loss, damage or injury due to the disclosure of a Disclosable Matter and we did not take reasonable precautions or due diligence to prevent the detrimental conduct. You should seek your own independent legal advice in respect of any claim for compensation.

Civil, criminal and administrative liability protection

You will not be subject to any civil, criminal and administrative liability in respect of any disclosure of a

Disclosable Matter including:

- (a) **civil liability** (e.g. any legal action for breach of an employment contract, duty of confidentiality or another contractual obligation);
- (b) **criminal liability** (e.g. attempted prosecution 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).

In addition, further protections that apply in these circumstances include:

- (d) protection from contractual or other remedies being sought against you on the basis that you made a report;
- (e) the information you provide may not be admissible in evidence against you in legal proceedings (unless you have provided false information).

These protections may not grant immunity for your own misconduct. You should seek your own independent legal advice.

Investigation of Disclosable Matters

We will investigate any Disclosable Matter reported to us under this Policy as soon as practicable after the report. We will conduct our investigation fairly, objectively, discretely and independently. The investigation process that we adopt may depend on the nature of the conduct that has been reported, however, it may involve:

- (a) an assessment of the disclosure to determine scope of investigation;
- (b) the appointment of impartial investigator(s);
- (c) the provision of an investigation timeframe;
- (d) the collection of all available data and verification of reported information;
- (e) interviewing relevant persons;
- (f) the preparation of an investigation report including investigation findings;
- (g) the secure retention of investigation records and report;
- (h) the provision of report to the Company's Integrity Committee for determination of remedial action; and
- (i) the provision of report to the Company's Board (where material findings are identified).

Subject to any privacy considerations, if the report is not anonymous, we may need to contact you for further information. Where practicable, we will provide feedback to you in relation to the progress and outcome of the investigation.

Any individuals who are accused of misconduct will have an opportunity to respond to allegations before any adverse findings of fact in any investigation are made and before any disciplinary action (if appropriate) is taken. The Company will at all times maintain your confidentiality in accordance with the above.

Other Support

You, your immediate family, any individual who is accused of misconduct constituting a Disclosable Matter and any person who participates in or conducts an investigation into a Disclosable Matter may access free confidential counselling via the Company's Employee Assistance Program (EAP) which provides support services by qualified professionals. In addition, for employee Eligible Whistleblowers, your Monadelphous line manager and/or your Monadelphous human resources representative is available to provide additional support.

We are committed to ensuring that you and anyone who participates in or conducts an investigation into a Disclosable Matter is treated fairly and not subjected to unfavourable treatment (subject to any findings in any investigation). Unfavourable treatment may include dismissal, demotion, harassment, discrimination, disciplinary action and threats.

Monadelphous Integrity Hotline

The Monadelphous Integrity Hotline is an external independent service provided by Deloitte, and is authorised to receive reports of Disclosable Matters on behalf of the Company. Reports to the hotline can be made by:

Phone: Tollfree (within Australia) – 1800 952 477
Direct dial (for international dialling) – +61 3 9667 3570

Post: Monadelphous Integrity Hotline
Reply paid 12628 A'Beckett Street
Victoria 8006

Email: MonadelphousIntegrity@deloitte.com.au

Website: www.MonadelphousIntegrity.deloitte.com.au

Fax: +61 3 9691 8182

The Company expects individuals to make reports under this Policy honestly and ethically, and to make their report on reasonable grounds.

All information provided will be treated seriously and dealt with in a sensitive and confidential manner. The Deloitte team are experienced in dealing with unethical and unlawful matters and can be contacted 24 hours a day, seven days a week. Deloitte will prepare a report detailing the information they have received, which will be forwarded to a member of the Monadelphous Integrity Committee for review and action.