

WestConnex Whistleblower Policy

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Approval authority
WestConnex Board

Document owner
General Manager HSE & Risk

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Confidentiality Statement

Information in this document must be kept confidential as per its classification below, and the rules of disclosure.

All documents within WestConnex Group are classified in the following way: **PUBLIC** documents are intended for anyone, **COMMERCIAL IN CONFIDENCE** documents are to be kept confidential between restricted individuals within WestConnex Group and partner organisations. **COMPANY CONFIDENTIAL** documents are to be kept confidential within WestConnex Group and used for normal business activities by the general office population, **HIGHLY CONFIDENTIAL** documents are to be kept confidential to restricted individuals within WestConnex Group

This document is uncontrolled if printed.

Classification **Company PUBLIC**

This policy covers all permanent, temporary and casual staff, contractors and consultants and others (including those performing services under an MSA) working in the WestConnex group

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Document Control

Date	Version	Author	Review History
October 2019	1.0	Head of Compliance and Privacy	Update to reflect legislative changes and re-brand
July 2020	2.0	Head of Compliance and Privacy	Update to reflect typographical amendments

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WestConnex Whistleblower Policy

1 Purpose

The purpose of the Whistleblower Policy (the “**Policy**”) is to support the internal governance framework of the WestConnex Group. This Policy describes the ways in which Disclosers can confidently report any Reportable Conduct or suspected Reportable Conduct without fear of intimidation, disadvantage or reprisal. This Policy also outlines how the WestConnex Group will respond to and investigate reports of Reportable Conduct or suspected Reportable Conduct.

This Policy is intended to ensure the WestConnex Group’s commitment to compliance with the applicable laws and practices relating to Whistleblowers and Reportable Conduct, including compliance with *AS 8004:2003 Whistleblower Protection Programs for Entities* (‘AS8004:2003’), and the *Corporations Act 2001* (Cth).

2 Scope

For the purposes of this Policy, the ‘**WestConnex Group**’ means WCX AHT Pty Ltd (as trustee of the WCX Asset Hold Trust) and WCX PHT Pty Ltd (as trustee of the WCX Project Hold Trust) (together the WCX Entities) and their controlled entities.

This Policy applies to all Australian Disclosers in relation to each entity within the WestConnex Group. It replaces all previous versions.

3 Related Documents

Policies	Employee Relations Policy WCX Ethical Business Practices Policy WCX Code of Conduct (How We Work at TU/TQ) (“Code of Conduct”) Performance Improvement Procedure Political Donations Policy & Procedure (Australia) WCX Procurement Policy WCX Supplier Sustainability Code of Practice
Standards	Australian Standard AS8004:2003 Whistleblower Protection Programs for Entities (“AS8004:2003”)
Procedure	Managing Workplace Complaints including Discrimination, Harassment or Bullying Procedure

4 Responsible Officer

General Manager HSE & Risk – Karl Davey

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5 Policy Statement

5.1 The WestConnex commitment

The WestConnex Group is committed to a strong culture of corporate compliance and ethical behaviour.

The WestConnex Group has **zero tolerance** for wilful breaches of its Code of Conduct (including Fraud, Corruption and Bribery). WestConnex Personnel are expected to conduct themselves in a manner consistent with the Code of Conduct.

The WestConnex Group has **zero tolerance** for intentional material breaches (through action or unconscious action) of regulatory, or legislative requirements or non-compliance with concession deeds which threatens our licence to operate.

WestConnex **strongly encourages** all Personnel who have witnessed, or know about, any Reportable Conduct or suspected Reportable Conduct, to report this immediately. WestConnex, or its delegate, will investigate all reports and will deal with such reports seriously.

The WestConnex Group will not tolerate any form of discrimination or victimisation against a Discloser in accordance with this Policy.

5.2 Benefits and importance

An effective Whistleblowing program can result in:

- more effective compliance with relevant laws;
- a healthier and safer work environment;
- more effective management;
- improved morale;
- the creation and protection security holder's interests; and
- an enhanced perception and reality that the WestConnex Group is taking its governance obligations seriously.

5.3 Personal Work-Related Grievances not reportable

Personal Work Related Grievances are not Reportable Conduct and, accordingly, are not covered under this Policy.

They should be reported to your line manager or People and Culture representative in accordance with the Employee Relations Policy and the Managing Workplace Complaints including Discrimination, Harassment or Bullying Procedure.

“Personal Work Related Grievances” means a grievance about any matter in relation to the Discloser's employment, or former employment, having (or tending to have) implications for the Discloser personally. This includes:

- an interpersonal conflict between the Discloser and another employee;
- a decision relating to the engagement, transfer or promotion of the Discloser;
- a decision relating to the terms and conditions of engagement of the Discloser; and
- a decision to suspend or terminate the engagement of the Discloser, or otherwise to discipline the Discloser.

However, it does not include:

- any conduct that would be considered victimisation of an individual because they have made, may have made, or propose to make a report under this Policy; or
- a matter that would have significant implications for any WestConnex entity.

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6 Reporting process

6.1 Reporting mechanism

All Disclosers are **strongly encouraged** to report any Reportable Conduct or suspected Reportable Conduct using the reporting mechanisms set out below. Disclosers are expected to come forward with information even if it is not asked for.

6.2 Internal Reporting for Personnel

- Personnel should first report any matters of concern to their direct manager or People and Culture representative. Where this is not appropriate, where the Personnel does not feel comfortable raising the matter with their direct manager, or where an employee has made a report but no action has been taken within a reasonable time, a report can be made to:
- The Group Executive, People & Culture. The Personnel should first inform the Group Executive that they wish to make a report under this Policy.
- The Fraud and Corruption Control Officer (FCCO), who is currently the General Manager HSE & Risk. The Personnel should first inform the FCCO that they wish to make a report under this Policy.

6.3 External Whistleblowing Hotline Service for Disclosers

A Discloser may make a report to the WestConnex Group's external independent whistleblowing service "Fair Call" using any of the following methods:

- email to faircall@kpmg.com.au; or
- calling the hotline number 1800 500 965 within Australia;
- calling the hotline number outside of Australia or New Zealand;
- visiting online <https://www.kpmgfaircall.kpmg.com.au/Transurban>;
- by post to "The Fair Call Manager, PO Box H67 Australia Square, Sydney NSW 1213; or
- by fax to +61 2 9335 7466.

An external report may be made anonymously, if desired, using any of these methods. However this may impact the WestConnex Group's ability to investigate the matters reported.

Calls will be received by the KPMG Fair Call service on recognised business days between 8.00 AM and 7.00 PM (AEST). Outside these times, calls are diverted to a mobile phone. In the unlikely event that calls are not answered by the mobile, a voice mail service provides the ability to leave details. Calls are not recorded. The operators taking the call on this hotline are not associated with the WestConnex Group. They are trained and experienced specialists dedicated to dealing with Disclosers and their concerns. Disclosers will be provided with a confidential reference number by the Fair Call operator.

The Fair Call operator will prepare a report which details the wrongdoing reported by the Discloser. All Fair Call reports will be forwarded to the WPO for action and/or referral to the WIO.

Reports made under this Policy should describe the grounds for the report and provide as much detail as possible of all relevant facts and supporting documentation (if any).

Information contained in reports and provided by Disclosers in the course of an investigation will be kept confidential, except as required by law or where disclosure is necessary to regulatory authorities, law enforcement agencies or professional advisors to the WestConnex Group.

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6.4 Reporting to Eligible Recipients

If a Discloser is unable to use any of the above reporting channels, a disclosure can be made to an “eligible recipient” within the company. Eligible recipients in relation to a WestConnex entity are:

- officers;
- directors;
- senior managers;
- an auditor or member of an audit team conducting an audit; and
- an actuary.

When a report is made to an eligible recipient:

- the report must be made in person or by telephone; and
- the Discloser must first inform the eligible recipient that they wish to make a report under this Policy.

An eligible recipient may direct the Discloser to make the report to the Fair Call hotline, or to the WPO, if they consider it appropriate in the circumstances.

6.5 Whistleblower Protection Officer

The WestConnex Group will appoint an appropriately qualified and independent senior staff member to the position of Whistleblower Protection Officer (“**WPO**”).¹

The WPO is responsible for:

- protecting Disclosers from being victimised as a result of reporting; and
- providing access to independent financial, legal and/or operational advice as required for the purposes of effectively carrying out the role of WPO.

The WPO can protect the Whistleblower in a number of ways including, but not limited to, the following:

- ensuring confidentiality in the investigation; and
- protecting, as far as legally possible, the Whistleblower’s identity.

6.6 Whistleblower Investigation Officer

The Whistleblower Investigation Officer (“**WIO**”) is responsible for investigating the substance of any report regarding Reportable Conduct to determine whether there is evidence in support of the conduct raised or, alternatively, to refute the report made.

The WIO and the WPO cannot be the same person. The two appointees should operate and be seen to operate independently of each other and should act in such a way that they discharge the two quite separate functions independently of each other.

For the purposes of this Policy, the WIO is the Fraud and Corruption Control Officer. Depending on the nature of the conduct the FCCO may appoint another party such as a P&C representative or forensic consultants to support the WIO.

¹ Refer to *AS8004-2003, 2.3.1 Appointment of a designated Whistleblower Protection Officer* for qualities desirable in the designed WPO.

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6.7 Confidentiality and anonymity

A report can be made anonymously. However, it may be difficult for WestConnex to properly investigate or take other action to address the matters disclosed in anonymous reports. In circumstances where the Discloser has not consented to the disclosure of their identity, the matter may be referred for investigation, but the investigator will be required to take all reasonable steps to reduce the risk that the Discloser will be identified as a result of the investigation.

Information about a Discloser's identity may only be disclosed in the following circumstances:

- Where the information is disclosed to ASIC, APRA or the Australian Federal Police;
- Where the information is disclosed to a legal practitioner for the purpose of obtaining legal advice in relation to the operation of applicable whistleblowing protection laws; or
- Where the Discloser consents.

Information that is likely to lead to the identification of the Discloser may be disclosed in the following circumstances:

- Where such information is needed for the reasonable investigation of the matter reported; and
- Where all reasonable steps are taken to avoid discovery of the Discloser's identity.

6.8 Feedback to the Discloser

WestConnex will endeavour to keep the Discloser properly informed of the outcome of the investigation of their report, subject to considerations of privacy and due process of those against whom allegations have been made and the customary confidentiality practices of WestConnex.

If the Discloser is not a WestConnex employee then the same feedback procedures will apply once the Discloser has agreed in writing to maintain confidentiality in relation to any information provided regarding their report.

6.9 Investigation

Investigations will be undertaken in accordance with the investigation procedures specified in the Ethical Business Practices Policy and internal grievances processes. Where a Discloser has requested to remain anonymous, the investigator must take all reasonable steps to avoid discovery of the Discloser's identity as a result of the investigation.

6.10 Action resulting from investigation

It is the obligation of the WIO, following completion of their investigation, to ensure that:

- all verifiable Reportable Conduct is dealt with appropriately; and
- systemic or recurring Reportable Conduct is reported to those with sufficient authority to correct it.

It is further the responsibility of the WIO to ensure the correct investigation outcome is determined and appropriate action is taken.

An investigation can result in three outcomes:

1. **Reportable Conduct proven**

Where Reportable Conduct is proven:

- the WestConnex Group policies will determine what action will be undertaken; and
- disciplinary action may be taken in accordance with the *Performance Improvement Procedure*.

2. **Reportable Conduct not proven but there is some doubt**

Where an investigation into Reportable Conduct is inconclusive:

- further ongoing observation or investigation may be required;

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- a report will be prepared by the WIO and WestConnex may decide upon further steps; and
- the report will be maintained by the FCCO and People & Culture.

3. **Reportable Conduct is not proven**

Where an investigation into Reportable Conduct is not proven:

- all information and records will be handled and kept confidentially by the FCCO and People & Culture; and
- an assessment will be made if the allegation was vexatious and further action considered as appropriate.

6.11 Reporting to Chief Executive Officer and Audit and Risk Committee

Both the WPO and the WIO may report directly to the CEO on matters under this Policy. If the report of Reportable Conduct does or may relate to the CEO or if the CEO has a close relationship with the person who is the subject of the report, then the WPO and the WIO may report directly to the Chair of the Audit and Risk Committee on matters under this Policy.

7 Support and Protections Available to Disclosers and Persons Implicated

7.1 Immunity from disciplinary action

The WestConnex Group will not take action against a Discloser, including disciplinary actions under applicable disciplinary procedures, as a result of receiving a report of Reportable Conduct from the Discloser, provided that the Discloser has not themselves engaged in serious misconduct or illegal conduct.²

7.2 Protection given to Disclosers

The WestConnex Group is committed to endeavouring to protect:

- the identity of the Discloser who wishes to remain anonymous (where permitted by law); and
- the Discloser from any detriment, disadvantage or victimisation resulting from a report made in accordance with this Policy, (including threats to cause any detriment, disadvantage or victimisation) such as:
 - disciplinary action or sanctions;
 - dismissal (or rejection during probation or termination of contract);
 - demotion or adverse change in work duties or employment amenities;
 - current or future bias, or damage to career prospects or reputation; and
 - any form of harassment, bullying or discriminatory conduct.

It will be a breach of this Policy for any WestConnex Personnel to subject a Discloser to any detriment, disadvantage or victimisation because the Personnel believes that the Discloser has made, may have made, proposes to make or could make a report under this Policy.

² As per AS8004-2003, 2.3.8 *Immunity from disciplinary action*: the WestConnex Group has no power to offer any person immunity against prosecution in the criminal jurisdiction

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7.3 Support for Disclosers

Support available for Disclosers includes:

- connecting the Discloser with access to the Employee Assistance Program (EAP) (if they are an officer or employee);
- appointing an independent support person from the People and Culture team to deal with any ongoing concerns they may have (if they are an officer or employee); and
- connecting the Discloser with third party support providers such as Lifeline (13 11 14) and Beyond Blue (1300 22 4636). Use of these support services by a Discloser may require the Discloser to consent to disclosure of their identity or information that is likely to lead to the discovery of their identity.

7.4 Support and Fair Treatment for Persons Implicated in a Report

No action will be taken against Personnel who are implicated in a report under this Policy until an investigation has determined whether any allegations against them are substantiated. However, an employee or officer who is implicated may be temporarily stood down on full pay whilst an investigation is in process, or may be temporarily transferred to another office, department or workplace, if appropriate in the circumstances. Any such stand-down or temporary transfer may only continue for the duration of the investigation. If the investigation determines that the allegations are not substantiated, the employee or officer must be immediately reinstated to full duties.

Any disclosures that implicate a Personnel must be kept confidential, even if the Discloser has consented to the disclosure of their identity, and should only be disclosed to those persons who have a need to know the information for the proper performance of their functions under this Policy, or for the proper investigation of the report. An employee or officer who is implicated in a disclosure has a right to be informed of the allegations against them, and must be given an opportunity to respond to those allegations and provide additional information, if relevant, in the course of an investigation into those allegations (subject to the Discloser's right to anonymity).

Support available for persons implicated in a report under this Policy includes:

- connecting the person with access to the Employee Assistance Program (EAP);
- appointing an independent support person from the People & Culture team to deal with any ongoing concerns they may have; and
- connecting the person with third party support providers such as Lifeline (13 11 14) and Beyond Blue (1300 22 4636).

8 Breach of this Policy

A breach of this Policy is regarded as a serious disciplinary matter and will be dealt with in accordance with the Code of Conduct or other relevant policies.

9 Maintenance of this Policy

9.1 Education and training

This Policy and information on how Disclosers may make a report under the Policy will be made available to all Personnel. Additional training may be provided periodically to those with whistleblowing responsibilities, such as managers or designated contacts, to enable them to provide guidance to other WestConnex Group Personnel.

This Policy will be made available to officers and employees of all WestConnex Group entities by making it accessible from the WestConnex intranet home page and on request.

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9.2 Review and reporting

The WestConnex Group will review the effectiveness and relevance of this Policy (and associated procedures) once every two years or, if necessary, following the management of a report of Reportable Conduct where it becomes apparent that the receipt, management and investigation of processes as documented could be further improved.

The FCCO will report periodically on the operation of this Policy to the Audit and Risk Committee.

10 Definitions / Glossary

Term/Acronym	Description
Bribery	Bribery means knowingly giving or receiving, or agreeing to give or receive, an undue reward, whether financial or non-financial, to influence the behaviour of someone in government or business to obtain commercial advantage. A bribe does not have to be actually given – the intent to give a bribe is sufficient to be deemed a bribe.
Corruption	Corruption is a form of dishonest or unethical conduct by a person entrusted with a position of authority, often to acquire personal benefit.
Discloser	<p>A “Discloser” can be any current or former:</p> <ul style="list-style-type: none"> → director, senior executive, employee or officer of the WestConnex Group; → contractor (including sub-contractors and employees of contractors) of the WestConnex Group; → consultant or supplier of goods or services to the WestConnex Group and their employees; → associate of the WestConnex Group; and → relatives, dependents, spouses or dependents of a spouse of any of the above, <p>who makes, attempts to make, or intends to make, a disclosure of Reportable Conduct in accordance with this policy.</p>
Fraud	Dishonest activity causing actual or potential financial loss to any person or organisation including theft of money or other property by employees or persons external to the WestConnex Group.
Personnel	<p>“Personnel” includes:</p> <ul style="list-style-type: none"> → all directors, senior executives, employees and officers of the WestConnex Group; → contractors (including sub-contractors) occupying permanent or part time fixed term contracts; → consultants or suppliers of goods or services and their employees; or → third parties including intermediaries and associates.
Personal Work Related Grievance	Has the meaning as given in section 5.3
Reportable Conduct	<p>Reportable Conduct is conduct by any Personnel connected with the WestConnex Group, which the Discloser reasonably believes is:</p> <ul style="list-style-type: none"> → any conduct that may cause the WestConnex Group financial or non-financial loss or be otherwise detrimental to the WestConnex Group’s interests or damaging to their reputation;

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- unlawful or unsafe conduct, including not complying with legislation, regulation, codes, guidelines and other regulatory instruments;
 - conduct that is in breach of the *WestConnex Code of Conduct (How We Work @TU)*, any wasteful conduct or any other WestConnex Group policy;
 - conduct that falls below established standards or practice;
 - unethical or improper conduct, including dishonesty, Fraud, Corruption or Bribery;
 - conduct that is in breach of confidentiality obligations;
 - suppression or concealment of any information;
 - gross mismanagement or repeated instances of breach of administrative procedures; or
 - any other misconduct or improper state of affairs or circumstances.

However, Reportable Conduct does not include Personal Work Related Grievances.
