



Whistleblower Policy & Procedures

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1. Definitions

The following definitions apply for the purposes of this Policy:

- (a) **LINX** means LINX CCG and any Related Bodies Corporate, including Autocare Services, LINX (stevedoring), Geelong Port and C3.
- (b) **Eligible Person** means an individual related to LINX who is, or has been, any of the following:
- a. An officer of LINX;
 - b. An Employee of LINX;
 - c. An individual who supplies services or goods to LINX (whether paid or unpaid);
 - d. An Employee of a person that supplies services or goods to LINX (whether paid or unpaid);
 - e. An individual who is an associate of LINX; and
 - f. A relative or dependent of an individual referred to in any of the preceding paragraphs.
- (c) **Employ(ees)** means an employee of LINX.
- (d) **EthicsHotline** means the business owned by Navex Global that LINX has engaged to provide services of an independent body to handle Whistleblower complaints.
- (e) **Policy** means this Policy and any annexure or attachment to it.
- (f) **Sensitive information** means information or an opinion about a person's racial or ethnic origin, political opinions, membership of a political association, religious beliefs or affiliations, philosophical beliefs, memberships of a profession or trade, membership of a trade union, sexual preferences or practices, criminal record or health.
- (g) **Unacceptable Conduct** means unacceptable or inappropriate conduct which meets any of the following criteria:
- a. breaches LINX's Code of Conduct;
 - b. Is illegal, dishonest, fraudulent or corrupt,
 - c. Is unethical, such as dishonestly altering LINX records or data, adopting questionable accounting practices; and/or
 - d. Is potentially damaging to LINX or Eligible Persons, such as unsafe work practices or substantial wasting of company resources; and/or
 - e. May cause financial loss to LINX or damage its reputation or be otherwise detrimental to LINX's interests; and/or
 - f. May cause serious harm to public health, safety or the environment or the health and safety of any Eligible Person; and/or

- g. Involves a serious risk to the maintenance of the law, including the prevention, investigation and detection of offences and the right to a fair trial; and/or
- h. Involves any other kind of serious impropriety.

2. Scope & Application

This Policy supersedes all previous Whistleblower Policies and applies to all Eligible Persons.

The Policy should be read in conjunction with the:

- LINX Code of Conduct; and
- LINX Anti-Bribery and Corruption Policy.

3. Conduct Covered by this Policy

3.2 What is the purpose of this Policy?

This Policy covers principles around how Eligible Persons can report Unacceptable Conduct.

3.3 Does the Policy cover Human Resources related issues?

Nothing in this Policy is intended to remove or dilute the HR team's responsibility to investigate or deal with any and all grievances that are covered by existing HR policies. Concerns related to areas of traditional HR oversight should be reported to the Divisional or Corporate HR teams and managed via existing HR protocols.

However, this Policy recognises that there may be circumstances where such issues are of an extent or of such a serious nature that they move beyond individual grievances and may negatively impact LINX's goal of all staff behaving with honesty and integrity and promoting ethical and responsible decision making.

Therefore, if an Employee has any doubt as to the correct reporting route or is not comfortable raising HR issues through the HR frameworks, LINX encourages the concerns to be raised under this Policy and the General Manager of Corporate Services or General Counsel of Legal Services will assess the issue and decide how the concern should be dealt with (via the HR stream or through independent investigation).

4. Who to Contact for Help

4.2 Who can make a complaint?

Any Eligible Person can make a Whistleblower complaint.

4.3 Who could I contact?

This Policy is designed to complement the normal communication channels between management and Employees and Eligible Persons to address questions, concerns, suggestions or complaints. If

an Eligible Person has any concerns about what is proper conduct for themselves or others, it is expected that in most cases those concerns would be raised with the Employee's immediate supervisor or applicant person. The matters should in turn be escalated through appropriate management channels in the normal course of business.

Serious matters should in turn be escalated through appropriate management channels in the normal course of business.

However, in the event that an Eligible Person does not feel comfortable reporting through the normal communication channels they may report their concerns through other Corporate channels (Refer Appendix 1 – Whistleblower Contacts) or via an impartial third-party whistleblower hotline.

4.4 What is the Helpline

The helpline is a helpline operated by an independent and impartial third-party company called the EthicsHotline.

An Eligible Person may use the helpline to report, or receive guidance in respect of, suspected unacceptable conduct.

Contact details for the helpline are set out in section 8 below.

4.5 How does the Helpline fit with LINX's internal systems?

It is expected that an Eligible Person will be able to resolve most concerns or queries relating to their employment or engagement with, or the operation of, LINX by discussing them with any of the following people:

- Their immediate supervisor or another senior member of their Business Unit;
- Their or any other Human Resources representative;
- A member of the Legal Department;
- General Manager of Corporate Services;
- Chief Operating Officer; or
- The Chief Executive Officer.

However, LINX recognises that there may be issues of such sensitivity that an Eligible Person does not feel able to use these options. Alternatively, there may be occasions where an Eligible Person does not feel the concern they have raised has been adequately addressed or where they feel the advising person/role(s) may not be impartial. In these cases, the helpline is available.

An Eligible Person proposing to make a report via the Ethics Hotline should do their best to ensure that there is a reasonable basis for the report. However, it is not the reporting person's role to investigate or establish if a case of unacceptable behaviour exists.

4.6 What happens when I contact the Helpline?

Where an Eligible Person contacts the helpline to discuss suspected unacceptable conduct, EthicsHotline will make a record of all of the relevant data provided by the Eligible Person. The Eligible Person will have the option of either identifying themselves or remaining anonymous.

The EthicsHotline will refer the matter and provide a copy of its records in relation to the matter to the Director Corporate Services or the Deputy General Counsel (via Brookfield Internal Audit) for confidential investigation or, if reasonably necessary, other form of enquiry.

If the Eligible Person has chosen to remain anonymous to LINX but has identified themselves to EthicsHotline, no identifying information will be included in the Ethics Hotline report to LINX.

For further information about making reports anonymously, please refer to section 6 c) below.

4.7 Disclosure protected by the Corporations Act or Protected Disclosures Act

There are specific and limited circumstances where an Eligible Person can have their disclosure protected under the *Australian Corporations Act 2001* (Cth) or *New Zealand's Protected Disclosures Act 2000*. In Australia, the disclosure of information relating to unacceptable conduct qualifies for certain protection where:

- The disclosure is made by an Eligible Person;
- The disclosure is made by an Eligible Person to the Australian Securities and Investments Commission (ASIC), LINX's external auditor or a member of the external audit team, a director, secretary or senior manager of LINX or the helpline;
- The disclosure is made to a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to disclosure protections under the Act;
- The Eligible Person making the disclosure provides his or her name prior to disclosing the information;
- The Eligible Person has reasonable grounds to suspect that the unacceptable conduct has or may have breached the Corporations Act; and
- The disclosure is made in good faith.

Where information is disclosed by a Eligible Person in accordance with these criteria, the person receiving the information may not tell anyone other than ASIC, the Australian Prudential Regulation Authority or the Australian Federal Police (or another person provided that the Eligible Person who has made the report has provided their consent for the information to be disclosed) of:

- The information disclosed;
- The identity of the person making the disclosure; or
- Any information which will enable the identification of the person making the disclosure.

For protected disclosures in New Zealand under the Protected Disclosures Act 2000, please see Appendix 2.

5. Investigating Reports of Unacceptable Conduct

5.2 Who investigates a report?

The Director Corporate Services or the Deputy General Counsel will co-ordinate the investigation of reports of suspected unacceptable conduct. Depending on the nature of the report, the investigation team may include any one or more of the following:

- Divisional Managers or their designated representatives;
- The Head of Human Resources;
- Independent Investigators; and/or
- Senior Counsel or a legal team representative.

Any of the above persons will only be asked to investigate a matter if they can do so in an impartial manner. For example, a person will not be asked to investigate any matter which relates to their own Business or Functional Unit.

Where a report of suspected unacceptable conduct directly relates to a matter involving the Chief Executive Officer or a senior manager that reports directly to the Chief Executive Officer, Ethics Hotline will refer the matter directly to the Chairman of the Board for attention.

5.3 How is an investigation carried out?

The person(s) appointed to investigate the report will be required to follow normal LINX procedures for handling a complaint or disciplinary issue. This would normally involve:

- Undertaking a fair, independent and discreet investigation into the substance of the report to determine whether there is evidence to support the matters raised;
- Respecting individual confidentiality for both the Whistleblower and the person(s) under investigation (see section 6 for further information on confidentiality);
- Collecting all available relevant data and seeking to verify the reported information;
- Observing the rules of natural justice and procedural fairness, including discussions with any relevant persons, affording them the opportunity to put forward any issues they wish to have considered;
- Proceeding with due care and appropriate speed; and
- Consulting or informing employee representative bodies as required.

Where the Eligible Person initiating the report has identified themselves, the investigating manager would be likely to begin by contacting that person. However, their identity would not be made known to other parties without the specific consent of the reporting person or in the circumstances set out in section 6 below.

6. Outcome of Investigations

6.2 What happens after an investigation?

At the end of the investigation, the Director Corporate Services or Deputy General Counsel will report their findings to the LINX Senior Leadership Team ('SLT') and to the Chief Executive Officer to determine the appropriate response. This response will include rectifying any unacceptable conduct and taking any action required to prevent any future occurrence of the same or similar conduct.

Where issues of discipline arise, the response will also be in line with LINX's procedures for disciplinary matters. Where allegations of unacceptable conduct made against another person cannot be substantiated, that person will be advised accordingly and will be entitled to continue in their role as if the allegations had not been made.

Where allegations of unacceptable conduct are found to have been made with malicious or vexatious intent, the response will also be in line with LINX's procedures for disciplinary matters.

When HR deems their review closed, the Director Corporate Services or Deputy General Counsel should be advised of the overall outcomes for reporting purposes.

6.3 What if I have been involved?

A person who has committed or been involved in unacceptable conduct will not be immune from disciplinary action merely because they have reported the unacceptable conduct in accordance with this Policy. However, the person's conduct in making the report is likely to be taken into account in determining what disciplinary action is appropriate.

6.4 Will I be kept informed?

Where the Whistleblower has chosen not to be anonymous, once the matter is completed, feedback will be provided to the Eligible Person initiating the matter. This feedback will explain the findings and actions taken to the fullest extent possible within commercial, legal and confidentiality constraints.

Where the Eligible Person initiating the matter chooses to remain anonymous, alternative arrangements will be made for providing feedback of the outcome of the investigation to that person through Ethics Hotline.

7. Protecting Confidentiality and Privacy

7.2 Will my report be treated confidentially?

If an Eligible Person makes a report of suspected unacceptable conduct under this Policy, in good faith, LINX will endeavour to ensure that person's identity is protected from disclosure.

Accordingly, LINX will not disclose the Eligible Person's identity unless:

- The Eligible Person making the report consents to the disclosure;
- The disclosure is required by law;
- The disclosure is inferred due to the nature of a reported incident (e.g. where the Whistleblower is the only other person likely to be aware of the incident);
- the disclosure is necessary to prevent or lessen a serious threat to a person's health or safety; or
- It is necessary to protect or enforce LINX's legal rights or interests or to defend any claims.

LINX will also ensure that any records relating to a report of suspected unacceptable conduct are stored securely and are able to be accessed only by authorised staff.

Inappropriate disclosure of:

- The identity of an Eligible Person who has made a report of suspected unacceptable conduct;
- Information from which the identity of the reporting person could be inferred, or
- The identity of the person(s) under investigation,

(beyond the approved investigating group – see 4 a) above) will be regarded as a disciplinary matter and will be dealt with in accordance with LINX's disciplinary procedures.

7.3 Will I be protected if I make a report?

LINX is committed to protecting and respecting the legal rights of any Eligible Person who reports suspected unacceptable conduct in good faith.

LINX will implement measures to protect all Eligible Person(s) who report unacceptable conduct from Detriment, which includes but is not limited to, dismissal, injury in his/her employment, altercation of their position or duties to their disadvantage, discrimination, harassment or intimidation, harm or injury to them (including psychological harm), and damage to their property, reputation, business or financial position or any other damage to them.

LINX will not tolerate any reprisals, discrimination, threats, harassment, intimidation or victimisation against any person suspected of making a report of suspected unacceptable conduct, or against that person's colleagues, employer (if a contractor) or relatives. Any such retaliatory action will be treated as serious misconduct and will be dealt with in accordance with LINX's disciplinary procedures.

7.4 How will I be supported?

The Ethics Hotline is available 24/7 for any persons covered by this Policy to discuss their individual matters.

All Company support services, including the Employee Assistance Program (EAP) will be available to Eligible Persons, which a free and confidential counselling service. They can be contacted on 1300 360 364.

7.5 Can I make a report anonymously?

As described above, anonymous reports of suspected inappropriate conduct may be made to Ethics Hotline. However, for an anonymous report to be investigated it must contain sufficient information to form a reasonable basis for concluding that further investigation of the matter is warranted.

As noted in section 3 e) above, there are certain statutory protections provided under the *Corporations Act 2001* (Cth) and in New Zealand, the *Protected Disclosures Act 2000*, to persons who report suspected inappropriate conduct, provided that, the person making the report provides their name either to Ethics Hotline or LINX (or both).

A Eligible Person who reports their concerns to Ethics Hotline but wishes to remain anonymous to LINX is still entitled to rely on the statutory protection provided under the *Corporations Act* if they also meet the other conditions described in section 3 e) above and in New Zealand, the *Protected Disclosures Act 2000*, if they also meet the other conditions described in **Appendix 2**.

7.6 Privacy Issues

To the extent that any of the information recorded by Ethics Hotline on LINX's behalf constitutes "personal information" about the caller under applicable privacy laws, it should be noted that:

- The purpose of the collection of that information is to assist LINX to respond to issues raised by the caller and to protect or enforce LINX's legal rights or interests or to defend any claims;
- Personal information may be used for the primary purpose for which it was collected or for any related secondary purpose that could reasonably be expected; and
- Personal information may be disclosed as described under section 6.a).

LINX's will not collect Sensitive Information without the consent of the person to whom it relates unless the collection is required by law, is necessary to prevent or lessen a serious and imminent threat to the person's (or another person's) life or health or is necessary in relation to legal proceedings (current, anticipated or potential).

7.7 Fair Treatment

LINX will ensure fair treatment of Employees who are qualify for protection under this Policy. This will be done by ensuring that:

- Employees are not disadvantaged as a result of utilising this Policy;
- All matters will be dealt with consistently by following this Policy;
- All decision makers, investigators or eligible recipients under this Policy are consistent;
- No decision makers, investigators or eligible recipients under this Policy are unbiased and, in a circumstance of bias arises, the applicable person is removed from the process; and
- Raising Unacceptable Conduct is promoted in the workplace, by promoting LINX's values.

8. Policy Review

8.2 Reports provided under this Policy

Ethics Hotline will provide reports containing a description of the nature of call made. In the compilation of these reports the identity of any person who has made a report under this Policy in good faith or any information which may enable that person to be identified will not be disclosed. The status of investigation pertaining to these calls will be provided to:

- The Senior Leadership Team, on a quarterly basis; and
- The Board, on a quarterly basis.

In recognising the requirements of the rules of natural justice, the names of the person(s) under investigation will not be included in the reports to the above listed Committees (unless deemed appropriate by Director Corporate Services or Deputy General Counsel) until the investigation has been completed and the breach confirmed.

8.3 Review of this Policy and programme

The Conduct Review Officer will use the reports provided under this Policy to monitor and review regularly the effectiveness of the programme described in this Policy.

Amendments to this Policy and/or the programme described in this Policy will be made as necessary.

9. Contact Details

9.2 Contacting the EthicsHotline

LINX (via Brookfield) has outsourced the provision of a confidential hotline to Navex Global (operator of the Ethics Hotline).

The hotline can be contacted as follows:

- Australia: Phone – 1800 152 863
- New Zealand: Phone – 0800 443 938

- Online (web): www.reportlineweb.com/brookfield

10. How Policy will be Made Available

This Policy will be made available in soft copy on the LINX Portal.

It will also be made available in hard copy at each individual site of work of LINX. Where possible, this Policy will be displayed on noticeboards.

11. Appendix 1 – Whistleblower Contacts

The following list identifies people you may wish to contact should you not feel comfortable reporting an incident through the standard line management channels.

Role	Name	Email Address	Phone Number
Chief Executive Officer	Anthony Jones	A.Jones@linxcc.com.au	Ph:02 9927 8778
Director of Corporate Services	Eliza Anning	E.Annings@linxcc.com.au	Ph:02 9927 8711
Deputy General Counsel	Alexia Smyth-Kirk	A.Smyth-Kirk@linxcc.com.au	Ph: +61 414 585 112
Deputy General Counsel	Claire Robertson	C.Robertson@linxcc.com.au	Ph:+61 419 016 963
Ethics Hotline		www.reportlineweb.com/brookfield	1800 152 863 (AU) or 0800 443 938 (NZ)

12. Appendix 2 – Protected Disclosures in New Zealand

There are specific and limited circumstances where an Eligible Person can have their disclosure of information relating to unacceptable conduct which amounts to "serious wrongdoing" under New

Zealand's Protected Disclosures Act 2000 protected. Serious wrongdoing includes any behaviour that:

- creates serious risk to health, public safety or the environment; or
- breaks the law or is a serious risk to the maintenance of the law.

Disclosure of serious wrongdoing qualifies for certain protection where:

- The disclosure is made by an Eligible Person in accordance with this Policy, through the normal communication channels or as appropriate to the helpline or one of the "Whistleblower contacts" referred to. If the person making the disclosure believes on reasonable grounds that the Whistleblower contacts are or may be involved in the serious wrongdoing, or the Whistleblower contacts, by reason of any relationship or association with a person who is or may be involved in the serious wrongdoing, are not people to whom it is appropriate to make the disclosure, the person may make the disclosure in writing to the Chairperson of the LINX entity that they are employed by, in the first instance.
- The person to whom the information is disclosed shall commence an investigation of the reported conduct in accordance with this Policy.

A disclosure of serious wrongdoing may be made only to an external, "appropriate authority" if the person making the disclosure believes on reasonable grounds that:

- the CEO of the LINX entity that the person making the disclosure is employed by is or may be involved in the serious wrongdoing;
- that immediate disclosure to the appropriate authority is justified by reason of the urgency of the matter or some other exceptional circumstances; or
- there has been no action on the matter to which the disclosure relates within 20 working days of the date the disclosure was made.

The following bodies are external, "appropriate authorities" to whom disclosures may be made, depending on the circumstances:

- The Commissioner of the Police;
- The Controller and Auditor-General;
- The Director of the Serious Fraud Office;
- The Inspector-General of Intelligence and Security;
- An Ombudsman;
- The Parliamentary Commissioner for the Environment;
- The Police Complaints Authority;
- The Solicitor-General;
- The State Services Commissioner;
- The Health and Disability Commissioner.

LINX will not disclose information that might identify the Eligible Person making a protected disclosure under the Protected Disclosures Act 2000 unless:

- The Eligible Person making the report consents in writing to the disclosure;
- The disclosure is required by law; or

- The investigator believes that disclosure of the identifying information is essential:
- to the effective investigation of the allegations in the protected disclosure;
- to prevent serious risk to public health or public safety or the environment; or
- having regard to the principles of natural justice.

Provided any disclosure is made honestly, in good faith, for the purpose of initiating or facilitating an investigation and in accordance with this Policy, the person making the disclosure shall not be subject to any disciplinary action by LINX or any civil or criminal prosecution in respect of that disclosure.