



# WHISTLEBLOWER PROTECTION POLICY

## 1 Purpose

This policy sets out a framework which complies with all relevant laws to enable the reporting of unacceptable conduct and the protection of individuals who report such conduct.

## 2 Scope

This policy and the obligations imposed by the Code of Conduct, apply not only to employees (including current and former) of Ventia (whether permanent, fixed or temporary, and including officers, directors, executives, managers and supervisors), but also includes subcontractors, associates and suppliers which provide goods or services to Ventia (and their employees). The policy also applies to the relatives, dependents and spouses of those persons. In this policy, the term Ventia Personnel includes all these groups.

This policy sets out the minimum requirements for Ventia regardless of the jurisdiction in which Ventia may operate.

## 3 Principles

Ventia is committed to promoting a culture of compliance, honesty and ethical behaviour. Consistent with the Code of Conduct and our value of Integrity, Ventia encourages the reporting of Business Concerns in an environment where Ventia will ensure Whistleblower's are free from Victimisation.

## 4 Objectives and strategies

### 4.1 Reporting business concerns

A Whistleblower may report a Business Concern which they have reasonable grounds to suspect involves misconduct or an improper state of affairs to Ventia. Ventia will assess reports to determine whether an investigation is appropriate.

A Whistleblower may communicate a Business Concern to a third party appointed by Ventia to manage an independent Whistleblower service. As at the date of this policy Ventia has appointed KPMG Faircall to manage its Whistleblower service. KPMG is authorised by Ventia to receive disclosures from a Whistleblower. Whistleblowers may also communicate Business Concerns to the Group Compliance Officer or a statutory recipient referred to in **Appendix 1**.

A Whistleblower may make a report directly to KPMG Faircall by using the dedicated Ventia Whistleblower freecall number, by email or in writing using the numbers or addresses set out below.

- Australia: 1800 500 965
- New Zealand: 0800 100 526
- Email: FairCall@kpmg.com.au
- Web: [www.kpmgfaircall.kpmg.com.au/ventia](http://www.kpmgfaircall.kpmg.com.au/ventia)



A whistleblower may also make a report to the Group Compliance Officer:

- Phone number 612 9413 0210
- Email: compliance @ventia.com.au

Any representative nominated in this Policy or any other person who receives information from a Whistleblower must, subject to their confidentiality obligations, provide an accurate report of that information as soon as possible to the Group Compliance Officer or the Group General Counsel. Under no circumstances is the party receiving the information to take action to investigate the subject matter of the report or try to identify the Whistleblower.

Reports of Business Concerns may be made anonymously. However, Ventia may be unable to, or practically limited in, investigating a Whistleblower's report if they do not share their identity and agree to allowing the investigator to contact them. Where the protections apply, Ventia cannot share a Whistleblower's identity without their agreement and can only share some of the information in their report to the extent identifying information has been removed and it is reasonably necessary for the investigation. It is important for Whistleblowers to assist Ventia in investigating their report by sharing their identity (so Ventia can contact them) and agree to Ventia sharing their identity for any investigation. Otherwise, Ventia may be unable to effectively investigate and deal with the reported Business Concern.

## **4.2 Investigating reported Business Concerns**

Ventia will assess reports of Business Concerns to determine whether an investigation is appropriate. There may be circumstances in which an investigation is not warranted or appropriate, such as where there is insufficient information to enable an investigation, or a matter has previously been investigated and the report contains no new information.

Investigations into Business Concerns will be conducted by the Group Compliance Officer in a manner which is fair and objective, and in accordance with the Ethics and Compliance Investigation Standard (subject to confidentiality obligations), and this Policy. Alternatively, a Business Concern may be investigated by an independent third party if deemed appropriate by Ventia's Group General Counsel.

Any Ventia Personnel who receive a request for assistance about a Business Concern from the Group Compliance Officer must do the following:

- Treat the investigation with sensitivity and maintain confidentiality of information, including the identity of the Whistleblower if consent has been received for the Whistleblower's identity to be disclosed, and the identity of any parties alleged to be involved.
- Provide all relevant information to and assist the Group Compliance Officer with their investigation.

Investigations will be fair and independent from any persons to whom the alleged Business Concern relates. All investigations will be conducted in a manner that is devoid of bias or prejudice against the Whistleblower or any person against whom an allegation is made. While the scope and timeframe for any investigation differs depending on the report being examined, investigations will be conducted in a timely manner. Where able and appropriate the Whistleblower will be provided with regular updates in relation to an investigation.

Subject to confidentiality obligations, the findings of any investigation will be documented in a



report by, or provided to, the Group Compliance Officer. If appropriate and requested by the Whistleblower the Whistleblower will be informed of the outcome of the investigation of their report, subject to any privacy or other legal limitations.

### **4.3 Protection for Whistleblowers**

Ventia is committed to the protection of Whistleblowers who report Business Concerns. Protections provided under Australian law are set out in **Appendix 1**. A Whistleblower can still qualify for protection even if their disclosure turns out to be incorrect.

#### ***Protection of confidentiality***

Except in the following circumstances, Whistleblowers will remain anonymous and their identity not disclosed to any third party unless they consent to its disclosure. Ventia may disclose the identity of a Whistleblower to:

- government organisations such as ASIC, APRA or the Federal Police; or
- a legal practitioner for the purpose of obtaining legal advice.

#### ***Protection against Victimisation***

Ventia Personnel must not Victimise or retaliate against someone else because of a belief that that person has made or will report a Business Concern. Ventia will not tolerate retaliation or causing detriment in this way. Victimisation in this way is itself a Business Concern. If a Whistleblower has suffered Victimisation, they may make a report pursuant to this policy.

Ventia will take steps to ensure the protection of a Whistleblower, including but not limited to the following:

- ensuring confidentiality in any investigation
- protecting, where legally possible, the Whistleblower's identity
- offering the Whistleblower leave during the investigation
- relocating the Whistleblower to a different group or department within Ventia.

The Group Compliance Officer is responsible for the co-ordination of all steps taken to ensure the protection of a Whistleblower.

### **4.4 Breach**

A breach of this policy is a breach of the Code of Conduct and may lead to disciplinary action. This may include termination of employment in serious cases.

Misuse of the reporting channels available under this policy to maliciously make complaints where a person does not have a reasonable suspicion of a Business Concern or knows that the information is not true or is misleading is a breach of this policy.

### **4.5 Training**

Training will be provided for:

- persons employed by Ventia and managers about this policy and their rights and obligations under it; and
- persons who may receive reports about how to respond to reports.



## 4.6 Reporting and periodic review

Subject to confidentiality requirements, the board will be informed of any material incidents reported under this policy.

This policy will be periodically reviewed to check that it is operating effectively and whether any changes are required.

This policy is available on Ventia’s website.

## 5 Definitions

Term	Meaning
<b>Bribery, Fraud, Corruption</b>	Have the meanings assigned to those terms in the Bribery and Corruption Policy.
<b>Business Concern</b>	Means misconduct or an improper state of affairs or circumstances in relation to Ventia and includes, but is not limited to: a breach of the Code of Conduct; tax-related misconduct; criminal activity; breach of a law or regulation; <sup>1</sup> Fraud, Corruption or Bribery; unsafe or unethical work practices; work practices which endanger the environment; abuse of position of trust or use of information for any purpose other than a legitimate business purpose; conflicts of interest; anti-competitive or collusive dealings; inappropriate use of Ventia assets or property; falsifying any financial record or documents; financial fraud or mismanagement; insider trading; breach of trade sanctions or other trade controls; conduct that represents a danger to the public or to the stability of, or confidence in, the financial system; conduct that may cause financial loss to the interests of Ventia; or deliberate concealment of any of the above. Business Concerns include conduct that may not involve a contravention of a particular law. Business Concerns do not include Personal Work-related Grievances.
<b>Personal Work-related Grievance</b>	Means grievances relating solely to an individual’s current or former employment that have implications for the individual personally, and is not a Business Concern or a report about Victimisation.  Examples include: interpersonal conflicts between two employees or a promotion outcome decision, a decision relating to individual’s engagement, transfer or promotion, a decision relating to the terms and conditions of the individual’s engagement, or a decision or to suspend or terminate the individual’s engagement or to discipline the individual.  However, a report will be dealt with and protected by this procedure if it: <ul style="list-style-type: none"> <li>• is a mixed report that includes information about a Business Concern;</li> <li>• relates to any detriment or threat to a Whistleblower because they previously reported a Business Concern;</li> <li>• relates to particular offences or breach of laws, or has significant implications for Ventia; or</li> <li>• is made to an Australian-qualified lawyer to seek advice about whistleblower protections.</li> </ul>

<sup>1</sup> For example, a breach of laws or regulations, including an offence against, or a contravention of, the *Corporations Act 2001*, the *ASIC Act 2001*, the *Banking Act 1959*, the *Financial Sector (Collection of Data) Act 2001*, the *Insurance Act 1973*, the *Life Insurance Act 1973*, the *National Consumer Credit Protection Act 2009*, the *Superannuation Industry (Supervision) Act 1993*, or an instrument made under one of those Acts, tax laws, or an offence against any Commonwealth law punishable by imprisonment for 12 months or more.



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**Victimisation and Victimised** Means causing or threatening to cause any detriment including, but not limited to, injury, dismissal, disciplinary action, demotion, harassment of any form, discrimination or, intimidation.

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**Whistleblower** Means any person or persons within the Scope of this policy who raises a Business Concern.

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**Ventia** Means Ventia Services Group Limited and all its related bodies corporate.

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## 6 Related documents

- Code of Conduct
- Bribery and Corruption Policy
- Ethics and Compliance Investigation Standard

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<b>Owner</b>	Group CEO		
<b>Advisory to Owner</b>	Group General Counsel		
<b>Approval Authority</b>	The Board	<b>Approval Date</b>	7 October 2021

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## APPENDIX 1 - PROTECTIONS PROVIDED BY AUSTRALIAN LAW

### When do the legal protections apply?

To qualify for protection under the *Corporations Act* or the *Tax Administration Act*, eligible reporters must report Business Concerns directly to the persons described in Section 4.1 or a statutory recipient. Anonymous reports can be protected.

The protections do not apply to reports that are not about Business Concerns, such as Personal Work-related Grievances.

### Who are statutory recipients?

Statutory recipients are persons who can receive disclosures that qualify for legal protection. Ventia encourages eligible reporters to make reports through the methods described in Section 4.1. However, eligible reporters can also make a report to one of the following:

- a director, officer or senior manager of Ventia;
- an internal or external auditor, or a member of an audit team conducting an audit, of Ventia;
- an actuary of Ventia; or
- in relation to a tax related matter, Ventia's officers or employees with tax duties, or our registered tax agents or BAS agents;
- an Australian-qualified lawyer, for the purpose of obtaining legal advice about whistleblower provisions or legal representation in relation to your report (in which case the report will be protected even if the matter turns out not to be a Business Concern); or
- [ASIC](#), the Registrar as appointed under the *Corporations Act*, [APRA](#), or (for a tax related matter) the [ATO](#).

In limited circumstances, certain "public interest" or "emergency" reports can be made to a member of Commonwealth Parliament or a journalist and be protected by law. If you are seeking to make such a report, it is important you understand the criteria that must be met, which include:

- that a report to ASIC or APRA has already been made;
- (in the case of a "public interest" report) at least 90 days have passed and you have reasonable grounds to believe that no action is being taken, or (in the case of an "emergency" report) you have reasonable grounds to believe the report concerns a substantial and imminent danger to health, safety or the environment; and
- you give the body you made the report to written notice that you intend to make a "public interest" or "emergency" report.

You may wish to contact a lawyer about whether the criteria have been met prior to making such a report.

### What are the legal protections?

**Your identity is protected:** It is illegal to share your

identity or information about you unless permitted by you or by law.

The law allows your identity to be shared in limited circumstances, namely with your consent or to ASIC, the Registrar as appointed under the *Corporations Act*, APRA, a member of the Australian Federal Police, or to an Australian-qualified lawyer to seek advice about whistleblower laws. The law also allows information in your report to be shared where reasonably necessary for an investigation your report and reasonable steps are taken to reduce the risk of you being identified.

**Causing or threatening you detriment because you made or plan to make a report is illegal:** If you suffer loss or injury because you made or plan to make a report, you may seek compensation or other remedies through the courts. The court may order Ventia to pay compensation or provide another remedy if you, or any other person, suffers loss, damage or injury because of a report, and Ventia fails to take reasonable precautions and exercise due diligence to prevent the detrimental conduct. You are encouraged to seek independent legal advice if you have suffered any detriment because of a disclosure.

**Other protections:** You are protected from civil, criminal or administrative legal action being taken against you because you made a report. This means legal or disciplinary action cannot be taken against you for breach of your employment contract, breaching confidentiality or unlawfully releasing information because you made a report. Information you disclose cannot be used in a prosecution against you (other than for giving false information).

However, you will not have immunity from liability or disciplinary action for any misconduct you have engaged in.

### What should I do if a protection is breached?

Ventia takes any breach of the protections described in this Policy seriously.

Where you believe such a breach has occurred, you should talk to Group Compliance Officer or Ventia's independent whistleblower hotline if the report relates to the Whistleblower Protection Officer. You can also contact a regulator such as ASIC, APRA or the ATO, or you may wish to contact a lawyer.

### Reports relating to Commonwealth contracts

Similar protections may also apply pursuant to the *Public Interest Disclosure Act 2013* (Cth) to employees who report certain conduct engaged in by Ventia or its employees in connection with entering into, or giving effect to, a Commonwealth contract. Supervisors who receive a report in relation to such a contract may have obligations pursuant to that Act and should contact the Group Compliance Officer if they receive such a report. If the matter relates to the Group Compliance Officer, they should contact the Group General Counsel.