

WHISTLEBLOWER POLICY

1. Purpose

This policy has been prepared to ensure Taylor Construction Group Pty Ltd (the **Company**) complies with its obligations in relation to Whistleblowers as set out in the *Corporations Act*.

The importance of protecting Whistleblowers has been recognised for many years as a means of improving the compliance culture of corporations and improving the detection of corporate crime. Whistleblowing plays a critical role in uncovering corporate crime. Technologies and the global nature of business are contributing to the increasing complexity and sophistication of corporate misconduct. Whistleblowing plays a vital role in combating poor compliance cultures, as it ensures that companies, officers, and employees know that misconduct can be reported. Furthermore, the complex nature of corporate crime can make it difficult for law enforcement to detect misconduct. In many cases, corporate crime is only detected because individuals come forward.

The Company recognises that implementing a robust whistleblowing framework supports good governance. Where corporate misconduct is brought to light, this enables the Company to address it and prevent it from recurring.

The purpose of this policy is to provide information in relation to:

- who can make a disclosure and be eligible for Whistleblower protection,
- types of disclosures that qualify for Whistleblower protection,
- whom a Whistleblower's disclosure can be made to, and how to make a disclosure,
- legal protections available for Whistleblowers,
- how the Company will support Whistleblowers and protect them from detriment,
- how the Company will investigate disclosures that qualify for Whistleblower protection, and
- how the Company will ensure fair treatment of employees who are mentioned in disclosures that qualify for Whistleblower protection, and employees to whom such disclosures relate.

This policy is available to all Company officers and employees on the Company intranet, included in the material provided to all officers upon appointment and included in the material provided to new employees.

For legal Whistleblower protection to apply, the following three requirements must be met:

- (a) the person who makes the disclosure is within one of the categories of people who are prescribed as eligible Whistleblowers in the *Corporations Act* (as discussed in section 2 below),
- (b) the disclosure is of a type that qualifies for Whistleblower protection (as discussed in section 3 below), and
- (c) they make the disclosure to a person to whom a disclosure can be made (as discussed in section 4 below).

Document Name	Originator	Approved By	Last Review	Version No	No. Pages
Whistleblower Policy	Karen Ryan	Clive Wickham	01/02/21	2021/1	Page 1 of 7

2. Who can make a disclosure and be eligible for Whistleblower protection?

Persons who are within the following categories of persons (or formerly in one of these categories, or their relatives), can make a disclosure and be eligible for Whistleblower protection:

- Company officers,
- full time, part time, casual staff, and volunteers,
- contractors (and their employees),
- suppliers whether unpaid or not (and their employees and volunteers).

3. Disclosures that qualify for protection

The Company encourages the disclosure of information that suggests misconduct, an improper state of affairs or a contravention of legislation.

A disclosure qualifies for protection if the discloser has **objectively reasonable grounds to suspect** the information:

- concerns **misconduct**, or an **improper state of affairs or circumstances** in relation to the Company or a related body corporate, **or**
- indicates that the Company, or an officer or employee of the Company, (or a related body corporate or an officer or employee of a related body corporate), has **engaged in conduct that:**
 - breaches the *Corporations Act*,
 - breaches the *Australian Securities and Investments Commission (ASIC) Act*,
 - breaches the *Taxation Administration Act 1953*,
 - breaches the *Banking Act 1959*,
 - breaches the *Financial Sector (Collection of Data) Act 2001*,
 - breaches the *Insurance Act 1973*,
 - breaches the *Life Insurance Act 1995*,
 - breaches the *National Consumer Credit Protection Act 2009*,
 - breaches the *Superannuation Industry (Supervision) Act 1993*,
 - breaches the *Modern Slavery Act 2018 (Cth)*,
 - breaches an instrument made under one of the afore mentioned Acts,
 - constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more, or
 - represents a danger to the public or the financial system.

As noted above, the person making the disclosure must have objectively reasonable grounds to suspect wrongdoing.

Document Name	Originator	Approved	Last Review	Version No	No. Pages
Whistleblower Policy	Karen Ryan	Clive Wickham	01/02/21	2021/1	Page 2 of 7

Some examples of disclosures that qualify for protection under this policy include the following hypothetical scenarios:

- **Conflict of interest/fraud:** Information was received suggesting that a Company Project Manager owned a share in a formwork company that was being used on his project. During the investigation, information from staff members showed irregularities in billing for services by the formwork company and an eventual conflict of interest because the formwork company was using labour hire that was paid for by Taylor. The labour hire man hours were then billed by the formwork company, which the Project Manager had a share in, as though they had provided the service.

- **Suspicious Behaviour involving Company Funds:** A site manager authorizes the hiring of a telehandler to replace a defective vehicle to facilitate the remainder of the day’s activities. The Site Manager pays the supplier with their own money (cash payment). Another team member notices that the site managers request for reimbursement is for an amount double what they actually paid for the telehandler. The team member also notices a suspicious looking invoice submitted with the claim. The staff member decides that they should report the matter confidentially and in line with the policy as suspicious and potential fraud.

- **Possible Breach of Corporations Law:** An employee observes actions by a Senior Manager, who is coordinating an acquisition or a significant deal for the industry on behalf of the Company, which leads him to believe that insider trading or cartel-like behaviour (i.e., colluding with other industry parties to set prices) may be occurring.

Personal work-related grievances **do not** qualify for protection under this policy unless they relate to a detriment suffered in contravention of this policy. A personal work-related grievance is where the information:

- concerns 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, provided:
 - the information does not have significant implications for the Company that do not relate to the discloser, and
 - the information does not concern conduct that indicates a breach of the legislation set out above or constitute an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more or represent a danger to the public or the financial system.

Examples of grievances that may be personal work-related grievances are as follows:

- 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,
- a decision to suspend or terminate the engagement of the discloser, or otherwise to discipline the discloser.

Document Name	Originator	Approved	Last Review	Version No	No. Pages
Whistleblower Policy	Karen Ryan	Clive Wickham	01/02/21	2021/1	Page 3 of 7

4. Who can a Whistleblower's disclosure be made to, and how to make a disclosure?

A disclosure can be made to an 'eligible recipient.' An 'eligible recipient' includes a person authorised by the Company to receive such disclosures. The People Relations Manager has been authorised to receive such disclosures either via the ethics and Whistleblower number (**02 8736 9060**) or via direct communication (i.e., telephone, email, or letter).

Disclosers are encouraged to initially make a disclosure to the Company on a non-anonymous basis since such a report can assist the Company to investigate the allegations more readily. Disclosers are entitled to make an anonymous disclosure if they wish. However, making an anonymous disclosure does result in certain challenges for the Company in both investigating the disclosure and ensuring they provide Whistleblower protection and support to the discloser.

An ethics and Whistleblower hotline number (**02 8736 9060**) has been established, that may be contacted directly by phone, letter, or e-mail (ethics@taylorau.com.au) in the utmost confidence to provide the initial disclosure. Hardcopy documents may also be provided to a person eligible to receive a disclosure under this Policy. The People Relations Manager will access the information.

Alternatively, a disclosure can be reported to any of the following 'eligible recipients':

- an officer or Senior Manager of the Company (please note that persons in the following positions are considered to be Senior Managers for the purpose of this policy: Managing Director, Chief Executive Officer, Chief Financial Officer, People Relations Manager, General Managers, Heads of Departments, Work Health Safety and Environment Manager.
- an internal or external auditor or member of an audit team conducting an audit of the Company (or a related entity),
- an actuary of the Company (or a related entity),
- the Australian Securities and Investments Commission (**ASIC**),
- the Australian Prudential Regulation Authority (**APRA**), or
- a commonwealth authority prescribed as an 'eligible recipient.'

If a person makes a disclosure that would otherwise qualify for protection under this policy, to a person who is not an 'eligible recipient' (as set out above – for example, they may be a colleague or supervisor), the person to whom the disclosure is made must:

- keep it strictly confidential,
- not disclose the name of the person who made the disclosure,
- not victimise the discloser, and
- encourage the person who has made the disclosure, to report it to an eligible recipient as listed above and direct the person to this policy.

This will ensure the discloser is entitled to the Whistleblower protections that are available in the Corporations Act and under this policy and enable the matter to be investigated properly.

Document Name	Originator	Approved	Last Review	Version No	No. Pages
Whistleblower Policy	Karen Ryan	Clive Wickham	01/02/21	2021/1	Page 4 of 7

5. What legal protection is available for Whistleblowers?

A discloser who meets the requirements for legal Whistleblower protection is entitled to a range of protections under the *Corporations Act* including:

- not to have their identity revealed by the Company, and
- not to have information revealed by the Company that is likely to lead to the identification of the discloser.

These requirements will not be contravened where the Company provides information to ASIC, APRA, a member of the Australian Federal Police, a legal practitioner for the purpose of obtaining legal advice, or where the discloser consents. Further, provided the identity of the discloser is not revealed and all reasonable steps are taken to reduce the risk that the discloser's identity will be revealed, steps may be taken that are reasonably necessary for the purpose of investigating the matter.

A discloser who meets the requirements for legal Whistleblower protection is also entitled to:

- protection from civil or criminal liability for making the disclosure,
- not suffer any detriment (real or threatened as discussed further below) because of the disclosure,
- have their contract not terminated based on their disclosure, and
- protection from victimisation (as discussed further below).

In particular, a discloser must not be disadvantaged by any form of detriment or victimisation including reprisals such as dismissal, demotion, alteration of their position or duties, blocking of promotion, discrimination, harassment, intimidation, harm, or injury (including psychological harm), damage to property, damage to reputation, damage to their business or financial position or any other damage.

6. How does the Company support Whistleblowers and protect them from detriment?

The Company will provide this policy and training to all Officers and Senior Managers who are entitled to receive a disclosure under this policy. This training will include ensuring they are aware of their strict obligation not to reveal the Whistleblower's identity in contravention of this policy, and to ensure they are aware of their obligations in relation to no detriments or reprisals towards the discloser.

The Company will provide this policy to all employees and require employees to complete an online training module in relation to Whistleblowers.

All Officers and employees must ensure they are familiar with this policy and in particular, the description in section 5 of this policy, of what it means for a person to suffer a detriment or be victimised. They must ensure they do not engage in such conduct where they are either aware of the identity of a Whistleblower or suspect they are aware of the identity of a Whistleblower.

If a discloser is concerned that they have suffered any detriment or victimisation as a result of having made a disclosure, the discloser is encouraged to contact the People Relations Manager directly or via the Hotline and provide full details of what has occurred. The People Relations Manager (or another key

Document Name	Originator	Approved	Last Review	Version No	No. Pages
Whistleblower Policy	Karen Ryan	Clive Wickham	01/02/21	2021/1	Page 5 of 7

contact person as appointed by the Company) will be available to respond to queries or concerns raised by the discloser.

Where the discloser is a current Company employee, they may wish to be provided with confidential counselling, in which case they may refer to the People Relations Manager for details of the Company's EAP provider.

7. How does the Company investigate disclosures that qualify for Whistleblower protection?

To reassure disclosers as to the integrity with which the material they provide will be assessed by the Company, the investigation of a disclosure will be undertaken by appropriately qualified parties, depending on the matter or content of the material disclosed.

Investigations will be conducted in accordance with the usual principles that apply to ensure a fair investigation occurs. The exact procedure will be determined on a case by case basis.

Where appropriate to do so, the discloser will receive relevant and timely feedback on the progress of the investigation, which may vary on a case by case basis. At the conclusion of the investigation, they will typically be informed of the outcome.

If the discloser chooses to disclose an issue anonymously, this may affect the ability to fully investigate the matter. However, the Company will still assess the material that is provided and investigate it to the extent possible.

8. How does the Company ensure fair treatment of employees that are named in qualifying disclosures, and employees to whom disclosures relate.

Please refer to the section above in relation to how the Company will investigate disclosures.

Further, the Company, through Human Resources, will take reasonable steps to protect other employees who have been requested to assist in investigating from any detriment or reprisal because of their involvement in an investigation.

Where any Officer, employee or contractor breaches the Business Conduct and Ethics Policy by acts of intimidation, retaliation etc this will be considered to be a breach of the Company's Code of Conduct and will be dealt with as such as outlined within that policy.

Unsubstantiated, malicious allegations which are proven to be false will be viewed seriously and followed up with appropriate disciplinary action up to and including termination of employment.

Document Name	Originator	Approved	Last Review	Version No	No. Pages
Whistleblower Policy	Karen Ryan	Clive Wickham	01/02/21	2021/1	Page 6 of 7

9. Policy Review

Date adopted: 1 November 2019
Last review date: 24 October 2022
Administrator: People Relations Manager
Review date: This policy will be reviewed at a minimum of every two years.

10. Policy Amendments

Amendment number	In operation from (date)	Brief description	Approved
0	1 November 2019	Original	Clive Wickham
1	1 February 2021	Update HR title	Clive Wickham
2	24 October 2022	Update Head of HR to People Relations Manager	Karen Ryan

11. Related Documents

- a) Taylor Code of Conduct
- b) Taylor Whistleblower Policy

Document Name	Originator	Approved	Last Review	Version No	No. Pages
Whistleblower Policy	Karen Ryan	Clive Wickham	01/02/21	2021/1	Page 7 of 7