

Commitment

The Port of Brisbane Pty Ltd (PBPL) is committed to upholding the values and behaviour outlined in PBPL's Code of Conduct including complying with all applicable laws and practices. This Policy forms part of PBPL's risk management framework.

Purpose

The purpose of this Policy is to:

- facilitate the reporting, as required under our Code of Conduct, of any suspected corruption, serious misconduct or fraud. While this would generally be through the normal channels of line management, there may be times where a person feels it is inappropriate or difficult for matters to be reported through these channels. In these cases, it is important that there is another avenue through which to raise concerns and protect the person's identity, if necessary. APH Group's Anti-Bribery and Corruption Policy outlines all the other channels available for reporting Bribery and Corruption; and
- ensure compliance by PBPL with the Whistleblower protections under the *Corporations Act 2001* (Cth) (Corporations Act) and the *Tax Administration Act 1953* (Cth). This Policy will focus on the protections available under the Corporations Act (Whistleblower Regime).

Application

This Policy applies to the operations of PBPL and sets out information about the Whistleblower Regime including:

- who can make a disclosure protected by the Whistleblower Regime (protected disclosure)
- the scope of matters that are disclosable
- who is eligible to receive a protected disclosure
- the types of disclosures that qualify for protection
- how disclosures may be made
- the protections available to whistleblowers
- how PBPL will support whistleblowers and protect them from detriment
- how PBPL will investigate disclosures that qualify for protection
- how PBPL will ensure fair treatment, and
- how this policy will be made available to officers and employees of PBPL.

PBPL takes all types of inappropriate behaviour seriously. If an employee, officer or contractor of PBPL has a concern that may not meet the definition of a "protected disclosure" under the Whistleblower Regime, PBPL nevertheless encourages the individual to report their concern. This type of report is discussed further in the Other Reportable Conduct section of this Policy.

Definition of Eligible Whistleblower

Under this Policy, a person is an Eligible Whistleblower if they are or have previously been:

- an officer of PBPL
- an employee of PBPL

- an individual who supplies goods or services to PBPL, or employees of a person who supplies goods or services to PBPL
- an individual who is an associate of PBPL
- a relative, dependent, or spouse of a dependent of any of the above persons.

What is a Disclosable Matter

Only disclosures of certain types of information will qualify for protection under the Whistleblower Regime.

Information is a Disclosable Matter if the Whistleblower has reasonable grounds to suspect that the information disclosed:

- concerns misconduct or an improper state of affairs or circumstances in relation to PBPL. Misconduct includes fraud, negligence, default, breach of trust and breach of duty, or
- indicates that PBPL or any employee or officer has engaged in conduct that:
 - constitutes an offence against, or a contravention of, a provision of specific legislation including the Corporations Act 2001
 - 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.

You do not need proof that wrongdoing has occurred. You do need a reasonable ground to suspect and you will not be penalised if the information turns out to be incorrect.

However, if a disclosure includes information about a personal work-related grievance (for example a disclosure about an interpersonal conflict or a disciplinary decision), then the disclosure does not qualify for protection unless the disclosure:

- concerns a contravention, or an alleged contravention of the prohibition of victimisation under the Whistleblower Regime (see the Prohibition against Detriment and Threats of Detriment section of this Policy)
- has significant implications for PBPL that do not relate to the Whistleblower, or
- concerns conduct, or alleged conduct that:
 - constitutes an offence against, or a contravention of, a provision of specific legislation including the Corporations Act 2001
 - 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.

Who to Report to

The EGM Governance has been appointed as PBPL's Whistleblowing Officer and is the person to whom PBPL encourages disclosures of a Disclosable Matter be made in the first instance.

If a person feels uncomfortable reporting a matter to the Whistleblowing Officer, a protected disclosure can also be made to PBPL through one of the following contacts:

- Your Executive Leader
- the Chief Executive or members of the Executive Leadership team
- the Chair of the Board
- STOPline Pty Ltd, an externally managed whistleblowing service which has been authorised by PBPL to receive disclosures under the Whistleblower Regime

- an auditor, or a member of an audit team conducting an audit, of PBPL
- an actuary of PBPL

PBPL takes all protected disclosures seriously and will not tolerate any behaviour which constitutes misconduct or an improper state of affairs or circumstances in relation to PBPL. PBPL accordingly encourages its employees and others to raise their concerns directly with PBPL or to STOPline Pty Ltd as listed above.

An Eligible Whistleblower may also make a protected disclosure to:

- the following regulators:
 - the Australian Securities and Investments Commission (ASIC)
 - the Australian Prudential Regulation Authority (APRA), or
 - a prescribed Commonwealth authority
- in certain circumstances, a journalist or a member of Parliament (see further below).

Types of Disclosures that are Protected under the Whistleblower Regime

The following are the primary types of disclosures that qualify for protection under the Whistleblower Regime:

- *Disclosures to an eligible recipient:* Disclosures of a Disclosable Matter made by an Eligible Whistleblower in relation to PBPL to an eligible recipient (see the Who to Report to section)
- *Disclosures to a regulator:* Disclosures of a Disclosable Matter made by an Eligible Whistleblower in relation to PBPL to ASIC, APRA, or a prescribed Commonwealth authority
- *Disclosures to a legal practitioner:* Disclosures made by an individual to a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the Whistleblower Regime.

As noted earlier in this Policy, PBPL takes all protected disclosures seriously and will not tolerate any behaviour which constitutes misconduct or an improper state of affairs or circumstances in relation to PBPL. PBPL accordingly encourages its employees and others to raise their concerns directly with an eligible recipient of PBPL.

There are two additional categories of disclosures called "public interest disclosures" and "emergency disclosures". However, these disclosures qualify for protection only if the discloser complies with all of the strict requirements as outlined below.

Public Interest Disclosure

In relation to a public interest disclosure, protections are only available if:

- the discloser has previously made a disclosure that qualifies for protection to ASIC, APRA or a prescribed Commonwealth authority
- at least 90 days have passed since the previous disclosure was made
- the discloser has reasonable grounds to believe that no action is being, or has been, taken to address the previous disclosure
- the discloser has reasonable grounds to believe that making a public interest disclosure would be in the public interest
- after 90 days have passed, the discloser has given written notice to the body to which the previous disclosure was made that includes sufficient information to identify the previous disclosure and states that the discloser intends to make a public interest disclosure
- the disclosure is made to a journalist (as defined in the Corporations Act) or a member of Parliament (at the Federal, State or Territory level), and

- the extent of information disclosed to the journalist or the member of Parliament is no greater than is necessary to inform the recipient of the matter that was the subject of the previous disclosure.

Emergency disclosure

In relation to an emergency disclosure, protections are only available if:

- the discloser has previously made a disclosure that qualifies for protection to ASIC, APRA or a prescribed Commonwealth authority
- the discloser has reasonable grounds to believe that the information concerns a substantial and imminent danger to the health and safety of one or more persons, or to the natural environment
- the discloser has given written notice to the body to which the previous disclosure was made that includes sufficient information to identify the previous disclosure and states that the discloser intends to make an emergency disclosure
- the disclosure is made to a journalist (as defined in the Corporations Act) or a member of Parliament (at the Federal, State or Territory level), and
- the extent of the information disclosed to the journalist or the member of Parliament in the emergency disclosure is no greater than is necessary to inform the recipient of the emergency disclosure of the substantial and imminent danger.

How Disclosures may be Made

There is no requirement for disclosures to be made in a particular form. Disclosures may be made in writing (e.g. via email), in person or via telephone.

If a person wishes to make a disclosure to STOPline, or request additional information before making a disclosure, the contact details are:

- Phone: 1300 30 45 40
- Portbris@stopline.com.au
- Port of Brisbane c/o The STOPline
Locked Bag 8
Hawthorn VIC 3122

More information about STOPline can be found at <http://portofbris.stoplinereport.com/>

Under the Whistleblower Regime, a protected disclosure may be made on an anonymous basis. However, an anonymous complaint may be more difficult to investigate properly because the investigator will not be able to follow up the Whistleblower for further details.

PBPL asks that a person provide as much detail and supporting documentation as possible when making a protected disclosure, to place PBPL in the best position of dealing with the protected disclosure.

Other Reportable Conduct

PBPL takes all reports of potential inappropriate behaviour seriously. Accordingly, an officer, employee or contractor of PBPL is encouraged to report conduct that they believe is in breach of our Code of Conduct or in breach of the law (Reportable Conduct).

Reportable Conduct includes suspected:

- corruption
- serious misconduct
- fraud
- unethical behaviour
- illegal activity, or
- gross mismanagement

involving PBPL or its current or former officers, employees or contractors, provided that the individual raising the concern has reasonable grounds for having the above suspicion.

Not all Reportable Conduct will be a Disclosable Matter under the Whistleblower Regime. However, PBPL will consider reports under this Section to determine whether it qualifies for protection under the Corporations Act. If a report qualifies for such protection, then PBPL will treat the report as a protected disclosure in accordance with this Policy.

Statutory Protections Applicable to a Protected Disclosure

Confidentiality of an Eligible Whistleblower's Identity

PBPL is prohibited from disclosing the Whistleblower's identity or information that may lead to the identification of the Whistleblower (**Confidential Identity Information**) unless PBPL is authorised to do so under the Whistleblower Regime.

A disclosure of Confidential Identity Information is authorised under the Whistleblower Regime if:

- the disclosure is made with the consent of the Whistleblower, or
- the disclosure is made to:
 - ASIC, APRA or a member of the Australian Federal Police (AFP), or
 - a legal practitioner for the purposes of obtaining advice or legal representation in relation to the operation of the Whistleblower Regime, or
 - a body prescribed by the regulations, or
- all of the following applies to the disclosure:
 - the disclosure does not disclose the Whistleblower's identity but discloses information that may lead to the identification of the Whistleblower, and
 - the disclosure is reasonably necessary for the purpose of investigating the disclosure, and
 - all reasonable steps are taken to reduce the risk that the Whistleblower will be identified.

Protection from Legal Action

Eligible Whistleblowers who make a protected disclosure under the Whistleblower Regime are protected from certain legal action taken by PBPL or any individuals because of the disclosure, including:

- civil, criminal, and administrative (including disciplinary) action against the Whistleblower, and
- contractual action, including termination of a contract on the basis that making a disclosure is a breach of that contract.

Any information that is disclosed as part of a protected disclosure to ASIC, APRA or a prescribed Commonwealth authority will not be admissible in evidence against the Whistleblower in criminal proceedings or in proceedings for the imposition of a penalty, except for proceedings in respect of the falsity of the information.

Prohibition against Detriment and Threats of Detriment

The Whistleblower Regime makes it unlawful for a person to:

- engage in conduct that causes any detrimental treatment to a Whistleblower or another person because the person engaging in the conduct believes or suspects that the other person or a third person made, may have made, proposes to make, or could make, a protected disclosure, or
- make a threat (whether express or implied, conditional or unconditional, intentional or reckless) to cause any detriment to a Whistleblower or another person because the Whistleblower or another person has made, or may make, a protected disclosure.

“Detrimental treatment” is defined broadly under the Whistleblower Regime and includes dismissal, disciplinary action, injuring an employee in their employment, altering their position or duties to their disadvantage, threats, harassment, discrimination, damage to a person's property, reputation, business or financial position, and any other damage to a person.

Penalties apply for engaging in any of the conduct referred to above. Any person involved in the contravention may be found liable.

If a person suffers detrimental treatment or is threatened detrimental treatment by another person's conduct that is in contravention of the Whistleblower Regime, the person may apply to the court for an order of compensation or another remedy against those involved.

Courts are given broad scope to make orders if satisfied detrimental conduct has occurred or been threatened. Courts may order compensation (against the individual involved and their employer), injunctions, apologies, reinstatement, exemplary damages, or any other order the court thinks appropriate.

Other statutory protections available

As noted above, there is a separate whistleblower protections regime under the Tax Administration Act 1953 (Cth). Broadly speaking, the types of disclosures that are protected under this separate regime relate to information about the tax affairs of PBPL.

Disclosures that qualify for protection under the Whistleblower Regime may also amount to the exercise of a workplace right. PBPL is prohibited under the Fair Work Act 2009 (Cth) from taking adverse action against employees or contractors because they exercised or propose to exercise any workplace rights.

PBPL Protections, Support for Whistleblowers and EAP

The following protections apply to all reports received by PBPL, whether they are a protected disclosure or a report of Reportable Conduct.

PBPL commits to hold all information received through a report in strictest confidence, but where required by law, may be released or provided to regulatory agencies or PBPL's professional advisors. It may also be necessary to reveal the nature and substance of information provided to various people on a confidential basis to allow the report to be investigated.

PBPL is committed to ensuring that no-one is disadvantaged in any way for raising genuinely held concerns about suspected Reportable Conduct. People reporting Reportable Conduct for bona fide reasons will not be disadvantaged by dismissal, demotion, harassment, discrimination or any other form of retribution or bias. However, this Policy will not protect a Whistleblower who is also involved in the Reportable Conduct, or a person who deliberately makes a false disclosure, from possible disciplinary action.

If a Whistleblower feels that they have been subject to reprisal action, they should raise the issue with the Whistleblowing Officer, or another contact point within PBPL above, as soon as possible, for investigation. Anyone found to have victimised a Whistleblower for making a report of Reportable Conduct will be subject to disciplinary action.

Whistleblowers are also encouraged to contact PBPL's external Employee Assistance Program provider, Gryphon Psychology on 1800 056 076 if they feel they need emotional counselling support during this process. This is a free, confidential service. No details about a Whistleblower's discussions with Gryphon are reported back to PBPL.

Investigation

PBPL will ensure that all reports are dealt with promptly and, if appropriate, investigated promptly, impartially and appropriately for the issue(s) involved.

If PBPL determines that an investigation is necessary, then any referral of the protected disclosure for investigation will be done in accordance with the confidentiality obligations that PBPL owes to the Whistleblower.

PBPL will ensure that all investigations into protected disclosures are conducted in a procedurally fair and confidential manner, to ensure the fair treatment of any individuals mentioned in the protected disclosure or to whom the protected disclosure relates. Respondents in the process will be given an opportunity to know the allegations against them and respond to them.

Feedback

Where the identity of a Whistleblower is known, PBPL will aim to keep the Whistleblower informed of the progress of the investigation. However, confidentiality concerns, if any, may prevent PBPL from providing specific details of the matter as a result. All employees should treat any information about any investigation as confidential.

Appeals

If the Whistleblowing Officer decides there is insufficient evidence to investigate, or any investigation finds that the allegations are unsubstantiated, the Whistleblower may appeal this decision by elevating it to the Chair of the Board of PBPL.

Penalties for Breach of this Policy

Where an officer, employee or contractor of PBPL breaches this policy, this will be considered a breach of the Code of Conduct and dealt with as such.

Unacceptable Workplace Behaviour Policy and Sexual Harassment, Sex Discrimination and Hostile Work Environment Policy and Issue Resolution Policy

This Policy does not apply to issues that are covered by the Unacceptable Workplace Behaviour Policy and Sexual Harassment, Sex Discrimination and Hostile Work Environment Policy and the Issue Resolution Policy.

If you have an issue that is covered under those documents, you should report the complaint under the terms of those documents. PBPL may not be able to offer you anonymity in relation to these complaints to ensure procedural fairness in the process.

However, a person is protected by this Policy where they witness an incident and report their concerns to management.

How to access this Policy

This policy will be made available through the following methods:

- Company website www.portbris.com.au
- Company Intranet – Portal
- Diligent Board Portal

Policy Review

As a Board approved document, this Policy is to be reviewed by management at least each year and by the Board at least every two years, following endorsement by the Audit and Risk Committee.