

## Whistleblower Policy and Procedure

### 1. INTRODUCTION

APG & Co is committed to a culture of integrity and accountability and systems that support transparency in decision-making, good governance and ethical behaviour. This Policy supports the disclosure by individuals of wrongdoing occurring within APG & Co so that appropriate action can be undertaken. APG & Co will treat all information disclosed in a confidential manner (so far as the circumstances permit), conduct a fair and objective investigation and take appropriate remedial steps or notify relevant authorities.

### 2. APPLICATION AND SCOPE

This Whistleblower Policy ("**Policy**") details the framework for receiving, investigating and addressing allegations of Reportable Conduct (see section 5 for the definition of "Reportable Conduct") where that Reportable Conduct concerns the activities of APG & Co or current and former directors, officers, agents, employees and contractors. A Whistleblower as defined by ASIC can include: current employees, former employees, contractors, employees of contractors, associates, trustees and relatives or dependents of the aforementioned.

### 3. OBJECTIVES AND PURPOSE

APG & Co is committed to fostering a culture of ethical behaviour and good corporate governance. APG & Co will not tolerate any corrupt, illegal or other undesirable conduct by APG & Co personnel nor condone victimisation of an individual who intends to report or has reported such conduct as a Protected Disclosure in accordance with this Policy (see section 4 for definition of "Protected Disclosure"). APG & Co supports the reporting of improper conduct. This Policy is designed to promote open communication throughout the Company, develop practices that reduce the risk of Reportable Conduct within APG & Co, and safeguard the reputation, values and ethics of the Company.

The objectives of this Whistleblower Policy are to:

- provide any person making an allegation of Reportable Conduct ("**Whistleblower**") with a clear framework within which to make that allegation as a Protected Disclosure;
- ensure any reports of Reportable Conduct are dealt with appropriately;
- provide Whistleblowers with a clear understanding of how allegations will be handled;
- protect Whistleblowers from victimisation and retaliation;
- support Whistleblowers throughout the reporting process;

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- afford natural justice and procedural fairness to anyone who is the subject of an allegation of Reportable Conduct.

To support its stated objectives, this Policy provides a framework for Whistleblowers to make a Protected Disclosure by:

- a. providing reasonable protections for a Whistleblower who, acting honestly with genuine or reasonable belief that the information in the allegation is true or likely to be true, raises concerns about Reportable Conduct (see section 4 of this Policy for examples); and
- b. ensuring allegations of Reportable Conduct are properly and lawfully investigated and addressed.

All employees of APG & Co are encouraged to report any wrongdoing in accordance with this Policy. This policy is accessible to all employees via the APG & Co intranet and any external parties via [www.apgandco.com](http://www.apgandco.com)

#### 4. PROTECTED DISCLOSURES

A "**Protected Disclosure**" is a report of Reportable Conduct made in accordance with this Policy. Nothing in this Policy is intended to abrogate or diminish any additional or alternative protections which may be available at law.

To be protected under this Policy, a Whistleblower must:

- a. be acting honestly with genuine or reasonable belief that the information in the allegation is true or likely to be true;
- b. make the disclosure in accordance with this Policy; and
- c. not themselves have engaged in serious misconduct or illegal conduct in relation to the Reportable Conduct.

APG & Co promotes a culture that encourages the reporting of Reportable Conduct and where a Whistleblower makes a Protected Disclosure, that person will be protected from disciplinary action, victimisation, retaliation or claims by APG & Co as a result of having made the report. The Whistleblower must, at all times during the reporting process, continue to comply with this Policy.

In circumstances where, for any reason, the identity of the Whistleblower is known outside of the investigation process, APG & Co will take reasonable steps to protect the Whistleblower from retaliatory or discriminatory action where it has sufficient authority to do so. APG & Co has no power to offer any person immunity against prosecution in the criminal jurisdiction or from any civil action which may be brought against the Whistleblower.

In some jurisdictions, in addition to the protections provided for under this Policy, a person making an allegation of Reportable Conduct may be protected by local law from civil and/or

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criminal proceedings, and, against retaliatory or discriminatory action as a result of having made an allegation protected by applicable local law. Whistleblowers should be aware that, in some jurisdictions, making an allegation to a government authority without using APG &

Co's internal procedure may result in the loss of whistleblower protection available under this Policy.

### 5. REPORTABLE CONDUCT

This Policy supports the reporting of allegations of serious wrongdoing ("**Reportable Conduct**") by APG & Co and APG & Co personnel. Reportable Conduct includes, but is not limited to the following:

#### **Financial Theft or Fraud**

Financial Theft and Fraud can be defined as an intentional act of deception involving financial transactions or the deliberate misuse or misapplication of APG & Co's resources and assets for purpose of personal gain. It occurs when someone takes money or other assets through deception or criminal activity. For example: theft, bribery, financial collusion and embezzlement.

#### **Workplace or Cyberbullying**

Workplace bullying is a persistent pattern of mistreatment from others in the workplace that causes either physical or emotional harm. It can include such tactics as verbal, nonverbal, psychological, physical abuse and humiliation.

Cyber/Online bullying refers to this behaviour occurring via electronic communication such as social media, sms, email and instant messaging platforms.

#### **Sexual Harrassment**

Behaviour characterised of unwelcomed and inappropriate sexual remarks, request for sexual favours or other conduct of a sexual nature in a workplace or other professional or social situation which makes a person feel offended, humiliated and/or intimidated.

#### **Racial, Gender, Sexual, or Age Discrimination**

The unjust or less favourable treatment of a person because of their background or a characteristic that they have or is assumed they have. These personal characteristics include race, gender, sex, and/or age.

This Policy extends to serious wrongdoing that occurs before or after the commencement of this Policy, and is not limited to the above examples.

For the avoidance of doubt, Reportable Conduct does not include 'personal workrelated grievances'. These are generally grievances relating to a Staff Member's current or former employment or engagement that have implications for that person personally, and that do not have broader implications for the Company. For example, an interpersonal conflict between Staff Members, or a decision relating to employment or engagement, such as a transfer, promotion or disciplinary action of a Staff Member.

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## 6. MAKING A REPORT

A Protected Disclosure may be made using the reporting channels outlined below. The availability of each channel depends on whether the Whistleblower is external or internal to APG & Co (see sections 5.1 and 5.2, respectively).

### 6.1 External Whistleblowers

External Whistleblowers can contact the independent Whistleblower Service to make a report (see section 6.4 below for more information).

### 6.2 Internal Whistleblowers

Internal Whistleblowers may use any of the following channels of communication to make a report:

1. verbally or in writing to their immediate manager or department manager;
2. verbally or in writing to an APG & Co Whistleblower Protection Officer (“**WPO**”) – see section 5.3 of this Policy below for WPO contact information; or
3. if for any reason the Whistleblower does not feel they are able to use the internal channels, they may contact the independent Whistleblower Service.

At any time, an employee who is unsure about whether to make a Protected Disclosure will be entitled to discuss the matter in confidence with their immediate manager or department manager or a WPO. In the event a Whistleblower does not formally make a Protected Disclosure, APG & Co may nevertheless be compelled to act on the information provided if that information reasonably suggests Reportable Conduct has occurred or may occur.

- Where the Whistleblower believes APG & Co’s internal processes are inappropriate because:
- a. the alleged Reportable Conduct involves a WPO or an executive officer of APG & Co; or
  - b. the Whistleblower considers the matter should not be referred to a WPO; then

the Whistleblower may make that report to the Chair of the Audit Committee or use the independent Whistleblower Service.

### 6.3 APG & Co Whistleblower Protection Officers

Each WPO is appointed to:

- safeguard the interests of a Whistleblower;
- assess the immediate welfare and protection needs of a Whistleblower and, where the Whistleblower is an employee, seek to foster a supportive work environment;
- respond as appropriate and necessary to any concerns or reports of victimisation by a Whistleblower.

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APG & Co's WPOs are:

- Head of Audit Committee, Peter Birtles;
- Head of Loss Prevention and Risk, Veronica Denner; and
- Head of People and Culture, Emily Brandtman

The WPOs may be contacted:

- via email at [whistleblowing@apgandco.com](mailto:whistleblowing@apgandco.com); or
- in person;

If a complainant is uncertain how to contact a WPO, they may seek clarification from their manager, or consider using the independent Whistleblower Service.

## 6.4 Independent and anonymous Whistleblower service

If a Whistleblower is not comfortable or able to report misconduct internally, they may make a report via APG & Co's external and independent whistleblowing service provider ("**Whistleblower Service**").

The independent Whistleblower Service acts as the intermediary, providing the means for Whistleblowers to retain anonymity, whilst enabling APG & Co to obtain further information if required. All reports received by the independent Whistleblower Service are reported to the APG & Co WPOs in accordance with this Policy. The independent Whistleblower Service also enables the Whistleblower to receive updates from APG & Co.

The independent Whistleblower Service enables reports to be made anonymously and confidentially. Whilst APG & Co would prefer Whistleblowers to disclose their identity in order to facilitate any investigation, Whistleblowers are not required to identify themselves and will not be named in any report to APG & Co unless they have consented to their identity being disclosed.

The Whistleblower Service reporting link is:

<https://apgandco.whispli.com/speakup>

In the event a report received by the Whistleblower Service relates to a WPO, the Whistleblower Service will exclude the relevant WPO from all communications when reporting that report to APG & Co for investigation.

The Whistleblower Service remains the independent intermediary at all times and will only communicate with APG & Co's WPOs, or the Chair of the Audit Committee where applicable.

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## 6.5 Consequences of knowingly making a false report

Anyone who knowingly makes a false report of Reportable Conduct, or who otherwise fails to act honestly with reasonable belief in respect of the report may be subject to disciplinary action, including dismissal (in the case of employees).

The disciplinary action will depend on the severity, nature and circumstance of the false report.

## 7 CONFIDENTIALITY AND PRIVACY

APG & Co will make all reasonable efforts to ensure the identity of a Whistleblower remains confidential throughout the investigation process. APG & Co will not disclose a Whistleblower's identity unless:

- the Whistleblower consents to the disclosure of their identity;
- disclosure of the Whistleblower's identity is compelled by law;
- disclosure is necessary to prevent a serious threat to any person's health or safety; or
- it is necessary to protect or enforce the Company's legal rights or interests or to defend any claims.

Whistleblowers can report anonymously. Any manager who receives a Whistleblower report must not disclose that report to anyone other than a WPO or the Chair of the Audit Committee. Unauthorised disclosure of the Whistleblower's identity or information from which the identity of the Whistleblower could be inferred will be regarded as a disciplinary matter and will be dealt with in accordance with the Company's disciplinary procedures.

Where a Protected Disclosure is made anonymously through the independent Whistleblower Service, APG & Co will use reasonable efforts to ensure the process of investigating the report does not lead to the Whistleblower being identified.

A Whistleblower must keep all information relating to any allegation confidential at all times, both during any investigation process and following any resolution of an allegation.

## 8 INVESTIGATION

A Whistleblower's report may only be investigated and acted upon following referral to a WPO. Any other person (such as a manager) who receives a report of Reportable Conduct must immediately refer it to a WPO, take no further action and keep the report confidential.

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Once received, all allegations of Reportable Conduct pursuant to this Policy must be referred to the WPOs and include, at a minimum, the following details:

- the date the Whistleblower made the report;
- the date and substance of the Reportable Conduct;
- the identity and level of seniority of the alleged wrongdoer;
- the level of risk associated with the alleged wrongdoing.

All Protected Disclosures will ultimately be reported to the Audit and Risk Committee, either as part of the Whistleblower Register, or as standalone agenda items in circumstances where the WPOs determine this is warranted or necessary.

The WPOs (or the Chair of the Audit and Risk Committee if applicable) will determine whether sufficient information exists to allow the report(s) to be investigated, whether an investigation is required, and, if so, determine the appropriate investigation process, including:

- the nature and scope of the investigation;
- who will conduct the investigation and whether that person should be external to APG & Co;
- the nature of any technical, financial or legal advice that may be required;
- a timeframe for the investigation (having regard to the allocated level of risk).

The Whistleblower will, if APG & Co deems it appropriate and permissible to do so, be informed on a continuing basis as to the nature and progress of the investigation.

## 8.1 Investigation

APG & Co may be required to refer an allegation of Reportable Conduct to the Police or other agency (e.g. the Australian Securities and Investments Commission (**ASIC**) or the Australian Prudential Regulation Authority (**APRA**)). In such circumstances, APG & Co may not be able to keep a Whistleblower informed on the progress of a Protected Disclosure.

## 8.2 Investigation Findings

APG & Co will apply principles of procedural fairness and natural justice to the conduct of any investigation and resultant findings arising under this Policy.

The person leading any investigation will report their findings to the relevant WPO (or directly to the Chair of the Audit Committee if the WPOs have been circumvented due to a conflict as contemplated by this Policy) and advise the recommended course of action (if any) that APG & Co should take in response to the findings. Such action may include a disciplinary process or another form of escalation of the report within or outside of the Company.

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A WPO and the Chair of the Audit Committee will determine the action (if any) to be taken. If appropriate, and subject to any applicable confidentiality, privacy or legal constraints, the WPO may notify the Whistleblower of the conclusion of the investigation and the action taken.

### **8.3 Record Keeping and Accountability**

APG & Co will establish and maintain a record of all reports of Reportable Conduct received, the investigation process undertaken and any actions taken to resolve the matter ("**Whistleblower Register**").

The WPOs will:

- a. coordinate and support the impartial investigation of Protected Disclosures;
- b. submit a quarterly summary report to the Audit Committee, which provides statistics of:
  - the number of reports received, per quarter;
  - for each report, the type of misconduct alleged, the level of seniority of the alleged wrongdoer and the level of perceived risk;
  - for each report, the time taken to investigate it;
  - the conclusion of each investigation (upholding or dismissing the report) and the nature of the action taken (such as disciplinary action).

The Chair of the Audit Committee shall periodically review the Whistleblower Register to ensure that proper processes are being followed.

## **9 VICTIMISATION**

APG & Co is committed to ensuring that any person who reports Reportable Conduct, acts as a witness or participates in any way with respect to a report of Reportable Conduct is not victimised.

APG & Co will thoroughly investigate reports of victimisation. If proven, those who have victimised a person may be subject to management action (including disciplinary action or dismissal).

## **10 SUPPORT**

**The WPO can initiate or coordinate support for employees who have or are in the process of making a report. As a first step, employees can contact APG & Co's employee assistance provider.**

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