


<b>WIS FINANCE</b>	<b>APPROVED BY / ISSUE DATE</b> GM Finance WIS October 2022	 <p style="text-align: center;"><b>POLICIES &amp; PROCEDURES</b></p>
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<b>WHISTLEBLOWER POLICY</b>		

## 1 PURPOSE

Wesfarmers Industrial & Safety (“**WIS**”), a division of the Wesfarmers Limited group of companies, is committed to the highest standards of conduct and ethical behaviour in all of its business activities, and to promoting and supporting a culture of honest and ethical behaviour, corporate compliance and good corporate governance. This Policy applies to WIS and each WIS business unit.

WIS encourages the reporting of any instances of suspected unethical, illegal, fraudulent or undesirable conduct involving WIS businesses and provides protections and measures so that those persons who make a report may do so confidentially and without fear of intimidation, disadvantage or reprisal.

This policy will be made available to WIS officers and employees via the intranet and extranet and in such other ways as will ensure the policy is available to WIS employees and other persons wishing to use it.

## 2 POLICY APPLICATION

This policy applies to all directors and employees of WIS and external whistleblowers, including suppliers and their employees and relatives.

In addition to the protections under this policy:

- the *Corporations Act 2001* (Cth) (**Corporations Act**) provides specific protections to whistleblowers who disclose information concerning misconduct or an improper state of affairs or circumstances in relation to WIS (see **Annexure A**). This may include a breach of legislation including the Corporations Act, an offence against the Commonwealth punishable by imprisonment for 12 months or more, or conduct that represents a danger to the public or financial system; and
- the *Taxation Administration Act 1953* (Cth) (**Taxation Administration Act**) provides specific protections to whistleblowers on tax related matters (see **Annexure B**).

## 3 WHAT IS REPORTABLE CONDUCT?

You may make a report under this policy if you have reasonable grounds to suspect that a WIS director, officer, employee, contractor, supplier, tenderer or other person who has business dealings with WIS has engaged in conduct (“**Reportable Conduct**”) which:

- (a) is dishonest, fraudulent or corrupt, including bribery or other activity in breach of the WIS Anti-bribery Policy;
- (b) is illegal activity (such as theft, violence, harassment or intimidation, criminal damage to property, breach of competition and consumer law, breach of privacy law or other breaches of state or federal law);
- (c) is unethical or in breach of WIS’ policies (such as dishonestly altering company records or data, adopting questionable accounting practices or willfully breaching Wesfarmers’ Code of Conduct or other policies or procedures);
- (d) is potentially damaging to WIS, a WIS employee or a third party, such as unsafe work practices, environmental damage, health risks or abuse of WIS’ property or resources;
- (e) amounts to an abuse of authority or a conflict of interest;
- (f) may cause financial loss to Wesfarmers or WIS or damage its reputation or be otherwise detrimental to the interests of Wesfarmers or WIS;
- (g) involves harassment, discrimination, victimisation or bullying, other than personal work-related grievances as defined in the Corporations Act

(h) involves any other kind of misconduct or an improper state of affairs or circumstances.

Reportable Conduct generally does not include personal work-related grievances. These are grievances which relate to a current or former employee’s employment or engagement that have implications for only that person and do not have broader implications for WIS or the Wesfarmers Group.

Examples include:

- (a) a conflict between you and another employee;
- (b) a decision relating to your promotion or transfer;
- (c) a decision relating to the termination of your employment.

Such matters should be raised directly with your manager or through your Human Resources Grievance process.

In limited circumstances, a personal work-related grievance may amount to Reportable Conduct under this policy, such as where the grievance relates to conduct that has been taken against a person because they made a report under this policy. WIS expects that reports made under this policy are made honestly, ethically and on reasonable grounds.

#### 4 WHO CAN I MAKE A REPORT TO?

WIS has several channels for making a report if you become aware of any issue or behaviour which you consider to be Reportable Conduct: A report may be made via the RightCall service, an independent external hotline and reporting service. RightCall reporting options are:

- (a) **by phone:** 1800 177 212 (within Australia) 0800 402 735 (New Zealand) and +61 499 221 005 (International);
- (b) **by SMS:** 0499 221 005 (within Australia);
- (c) **by email:** report@rightcall.com.au;
- (d) **web-based access:** www.rightcall.com.au/wes;
- (e) **by post:** in an envelope marked “confidential” and addressed to: RightCall Manager GPO Box 24371 Melbourne VIC 3001.

For the purposes of this Policy, to ensure appropriate escalation and timely investigation, we request that reports are made in writing to any one of the WIS Protected Disclosure Officers listed below:

WIS Managing Director Tim Bult	Email: Tim.Bult@wisau.com.au
WIS GM Finance, Risk, Sustainability and Corporate Affairs Dan McArtney	Email: Dan.McArtney@wisau.com.au
WIS EGM People & Safety Sam Sheppard	Email: Sam.Sheppard@blackwoods.com.au
Wesfarmers Legal Counsel Shaun Barnett	Email: SBarnett@wesfarmers.com.au

Reports may also be posted to c/- Level 4, 26 Talavera Road, Macquarie Park, NSW 2113 (marked to the “confidential” attention of one of the Protected Disclosure Officers).

While it is WIS’ preference that you raise reports with the Protected Disclosure Officers, it is important to note that under the Corporations Act, you may also raise the matter with an “officer” or “senior manager” within WIS. These are defined in the Corporations Act as “a director or a senior manager in the company who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the company, or who has the capacity to affect significantly, the company’s financial standing.”

Under the Corporations Act and the Taxation Administration Act, reports can also be made to Wesfarmers external auditors and actuaries as set out in Annexures A and B. Wesfarmers’ investigation of whistleblower reports.

## 5 INVESTIGATING A WHISTLEBLOWER REPORT

WIS will investigate matters reported under this policy as soon as practicable after the matter has been reported. A Protected Disclosure Officer may, with your consent, appoint a person to assist in the investigation of a report. Where appropriate, WIS will provide feedback to you regarding progress of the investigation and/or outcome (subject to considerations of the privacy of those against whom allegations are made).

Any investigation will be conducted in an objective and fair manner and otherwise as is reasonable and appropriate having regard to the nature of the Reportable Conduct and the circumstances.

While the particular investigation process and enquiries adopted will be determined by the nature and substance of the report, in general, as soon as practicable upon receipt of the report, if the report is not anonymous, a Protected Disclosure Officer or investigator will contact you to discuss the investigation process including who may be contacted and such other matters as are relevant to the investigation.

Where a report is submitted anonymously, WIS will conduct the investigation based on the information provided to it.

## 6 PROTECTION OF WHISTLEBLOWERS

WIS is committed to ensuring confidentiality in respect of all matters raised under this policy and that those who make a report are treated fairly and do not suffer detriment.

### (a) *Protection against detrimental conduct*

Detrimental treatment includes dismissal, demotion, harassment, discrimination, disciplinary action, bias, threats or other unfavourable treatment connected with making a report.

If you are subjected to detrimental treatment as a result of making a report under this policy you should:

- inform a Protected Disclosure Officer or senior manager within your business unit immediately;
- raise it in accordance with paragraph 4 of this policy.

### (b) *Protection of your identity and confidentiality*

Subject to compliance with legal requirements, upon receiving a report under this policy, WIS will take reasonable steps to keep your identity confidential and reduce the risk of disclosure in the course of an investigation and will only share your identity as a whistleblower or information likely to reveal your identity if:

- a. you consent;
- b. the concern is reported to the Australian Securities and Investments Commission ("**ASIC**"), the Australian Prudential Regulation Authority ("**APRA**"), the Tax Commissioner or the Australian Federal Police ("**AFP**"); or
- c. the concern is raised with a lawyer for the purpose of obtaining legal advice or representation. Any disclosures of your identity or information likely to reveal your identity will be made on a strictly confidential basis.

### (c) *Protection of files and records*

All files and records created from an investigation will be retained securely.

Unauthorised release of information to someone not involved in the investigation (other than senior managers or directors who need to know to take appropriate action, or for corporate governance purposes) without your consent as a whistleblower may be considered a breach of this policy.

Whistleblowers are assured that a release of information in breach of this policy will be regarded as a serious matter and will be dealt with under WIS' disciplinary procedures.

## 7 DUTIES OF EMPLOYEES IN RELATION TO REPORTABLE CONDUCT

It is expected that WIS employees who become aware of actual Reportable Conduct or suspect, on reasonable grounds, potential cases of Reportable Conduct, will make a report under this policy or under other applicable policies.

## **8 GROUP REPORTING PROCEDURES**

Divisions/business units and Protected Disclosure Officers (as appropriate) will report to the divisional/business unit boards on the number and type of whistleblower incident reports annually, to enable Wesfarmers to address any issues and trends at a divisional/business unit and/or Wesfarmers Group level.

These reports will be made on a 'no names' basis, maintaining the confidentiality of matters raised under this policy.

The Audit and Risk Committee will receive copies of all divisional/business unit board whistleblower reports, and whistleblower reports from Protected Disclosure Officers (as appropriate). In addition, serious and/or material Reportable Conduct will be considered by the Protected Disclosure Officers for immediate referral to the Chairman of the Audit and Risk Committee.

## **9 AMENDMENT OF THIS POLICY**

This policy cannot be amended without approval of the WIS Board. It will be reviewed from time to time to ensure that it remains effective and meets best practice standards and the needs of WIS.

## Annexure A - Special protections under the Corporations Act<sup>1</sup>

The Corporations Act gives special protection to disclosures about any misconduct or improper state of affairs relating to WIS if the following conditions are satisfied:

- 1 the whistleblower is or has been:
  - a. an officer or employee of a WIS company;
  - b. an individual who supplies goods or services to a WIS company or an employee of a person who supplies goods or services to a WIS company;
  - c. an individual who is an associate of a WIS company; or a relative, dependent or dependent of the spouse of any individual referred to at (a) to (c) above.
  
- 2 the report is made to:
  - a. a Protected Disclosure Officer;
  - b. an officer or senior manager of a WIS company concerned;
  - c. WIS's external auditor (or a member of that audit team)<sup>2</sup>;
  - d. an actuary of a Wesfarmers Group company<sup>3</sup>
  - e. ASIC;
  - f. APRA; or
  - g. a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the Corporations Act even if the advice is to the effect that the disclosure does not relate to a disclosable matter.
  
- 3 the whistleblower has reasonable grounds to suspect that the information being disclosed concerns misconduct, or an improper state of affairs or circumstances in relation to the Wesfarmers Group. This may include a breach of legislation including the Corporations Act, an offence against the Commonwealth punishable by imprisonment for 12 months or more or conduct that represents a danger to the public or financial system.

Examples of conduct which may amount to a breach of the Corporations Act include insider trading, insolvent trading, breach of the continuous disclosure rules, failure to keep accurate financial records, falsification of accounts, failure of a director or other officer of the Group to act with the care and diligence that a reasonable person would exercise, or to act in good faith in the best interests of the corporation, or failure of a director to give notice of any material personal interest in a matter relating to the affairs of the company.

- 4 The protections given by the Corporations Act when these conditions are met are:
  - a. the whistleblower is immune from any civil, criminal or administrative legal action (including disciplinary action) for making the disclosure;
  - b. no contractual or other remedies may be enforced, and no contractual or other right may be exercised, against the whistleblower for making the report;
  - c. in some circumstances, the reported information is not admissible against the whistleblower in criminal proceedings or in proceedings for the imposition of a penalty;<sup>4</sup>
  - d. anyone who causes or threatens to cause detriment to a whistleblower or another person in the belief or suspicion that a report has been made, or may have been made, proposes to or could be made, may be guilty of an offence and may be liable for damages;

<sup>1</sup> See Part 9.4AAA of the *Corporations Act 2001 (Cth)*.

<sup>2</sup> Wesfarmers' external auditor can be found in its Annual Report and as at October 2022 was Ernst & Young,.

<sup>3</sup> Wesfarmers' actuary as at October 2022 is Finity Consulting Pty Ltd.

<sup>4</sup> Such as where the disclosure has been made to ASIC or APRA, or where the disclosure qualifies as a public interest or emergency disclosure.

- f. a whistleblower's identity cannot be disclosed to a Court or tribunal except where considered necessary; and
- g. the person receiving the report commits an offence if they disclose the substance of the report or the whistleblower's identity, without the whistleblower's consent, to anyone except ASIC, APRA, the AFP or a lawyer for the purpose of obtaining legal advice or representation in relation to the report.

### **Confidentiality**

If a report is made, the identity of the discloser must be kept confidential unless one of the following exceptions applies:

- (a) the discloser consents to the disclosure of their identity;
- (b) disclosure of details that might reveal the discloser's identity is reasonably necessary for the effective investigation of the matter;
- (c) the concern is reported to ASIC, APRA or the AFP; or
- (d) the concern is raised with a lawyer for the purpose of obtaining legal advice or representation.

Disclosures may be made anonymously and the discloser may choose to remain anonymous and remain protected under the Corporations Act.

A "public interest disclosure" or an "emergency disclosure" may be made to a journalist or a parliamentarian under certain circumstances and qualify for protection. The discloser should seek independent legal advice before making such a disclosure.

## Annexure B – Special Protections under the Taxation Administration Act

The Taxation Administration Act gives special protection to disclosures about a breach of any Australian tax law by Wesfarmers or misconduct in relation to Wesfarmers Group's tax affairs if the following conditions are satisfied:

- 1 the whistleblower is or has been:
  - a. an officer or employee of a Wesfarmers Group Company;
  - b. an individual who supplies goods or services to a Wesfarmers Group Company or an employee of a person who supplies goods or services to a Wesfarmers Group company;
  - c. an individual who is an associate of a Wesfarmers Group company; or
  - d. a spouse, child, dependent or dependent of the spouse of any individual referred to at (a) to (c) above.
  
- 2 the report is made to:
  - a. a Protected Disclosure Officer;
  - b. a director, secretary or senior manager of a Wesfarmers Group Company concerned;
  - c. any Wesfarmers Group Company external auditor (or a member of that audit team)<sup>5</sup>;
  - d. a registered tax agent or BAS agent who provides tax or BAS services to a Wesfarmers Group company<sup>6</sup>;
  - e. any other employee or officer of Wesfarmers who has functions or duties relating to tax affairs of the company (e.g. an internal accountant) ("**Wesfarmers recipients**");
  - f. the Commissioner of Taxation; or
  - g. a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the Taxation Administration Act; and
  
- 3 if the report is made to a Wesfarmers recipient, the whistleblower:
  - a. has reasonable grounds to suspect that the information indicates misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of a Wesfarmers Group Company or an associate of that company; and
  - b. considers that the information may assist the Wesfarmers recipient to perform functions or duties in relation to the tax affairs of a Wesfarmers Group Company or an associate of the company; and
  
4. if the report is made to the Commissioner of Taxation, the whistleblower considers that the information may assist the Commissioner of Taxation to perform functions or duties in relation to the tax affairs of a Wesfarmers Group Company or an associate of the company.

The protections given by the Taxation Administration Act when these conditions are met are:

- (a) the whistleblower is immune from any civil, criminal or administrative legal action (including disciplinary action) for making the disclosure;
- (b) no contractual or other remedies may be enforced, and no contractual or other right may be exercised, against the whistleblower for making the report;

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<sup>5</sup> Wesfarmers' external auditor can be found in its Annual Report and as at October 2022 was Ernst & Young.

<sup>6</sup> Wesfarmers' tax agent as at March 2022 is Ernst & Young.

- (c) where the disclosure was made to the Commissioner of Taxation, the reported information is not admissible against the whistleblower in criminal proceedings or in proceedings for the imposition of a penalty, except where the proceedings are concerned with whether the information is false;
- (d) unless the whistleblower has acted unreasonably, a whistleblower cannot be ordered to pay costs in any legal proceedings in relation to a report;
- (e) anyone who causes or threatens to cause detriment to a whistleblower or another person in the belief or suspicion that a report has been made, or may have been made, proposes to or could be made, may be guilty of an offence and liable to pay damages;
- (f) a whistleblower's identity cannot be disclosed to a Court or tribunal except where considered necessary; and
- (g) the person receiving the report commits an offence if they disclose the substance of the report or the whistleblower's identity, without the whistleblower's consent, to anyone except the Commissioner of Taxation, the AFP or a lawyer for the purpose of obtaining legal advice or representation in relation to the report.

### **Confidentiality**

If a report is made, the identity of the discloser will be kept confidential unless one of the following exceptions applies:

- (a) the discloser consents to the disclosure of their identity;
- (b) disclosure of details that might reveal their identity is reasonably necessary for the effective investigation of the allegations;
- (c) the concern is reported to the Commissioner of Taxation or the AFP; or
- (d) the concern is raised with a lawyer for the purpose obtaining legal advice or representation.



## Guidelines for managing whistleblower reports under the whistleblower laws

The WIS Whistleblower Policy sets out a summary of WIS' commitment to the protection of whistleblowers. The policy applies to support and protect persons who become aware of actual or suspect, on reasonable grounds, potential cases of Reportable Conduct.

- 1 A director or senior manager who receives a whistleblower complaint should:
  - a. Provide the whistleblower with a copy of the Acknowledgment and Consent to Disclosure for Investigation and Reporting Purposes ("**Consent**") (on page 11 of this policy).
  - b. If the whistleblower signs the Consent, refer the matter to one of the Authorised Persons referred to in the Consent for the matter to be investigated.
  - c. If the whistleblower is unwilling to sign the consent, you may disclose the substance of the complaint to an Authorised Person provided that any identifying information about the whistleblower is removed or redacted, so that the complaint as referred to does not disclose the identity of the whistleblower or information that is likely to lead to the identification of the whistleblower (except where reasonably necessary for the purposes of investigating the matter).
  - d. Where required, refer the report to the General Counsel or Corporate Solicitors Office for the purpose of obtaining legal advice.
- 2 Attached is a form of consent to enable complaints to be disclosed to an Authorised Person for proper investigation.
3. Whistleblower laws protect a whistleblower's confidentiality and protect the whistleblower from detrimental conduct against them for making a report. It is therefore critical that such reports are treated with the strictest confidentiality and are addressed according to this guideline.
4. Severe penalties may apply where a whistleblower's identity is revealed in breach of whistleblower laws or they are subjected to detrimental conduct, including in relation to their employment, as a result of making a report under this Policy.
5. Investigation of a whistleblower report must include steps to protect the whistleblower's identity and avoid unauthorised disclosure of the report to ensure the whistleblower is not subjected to detrimental conduct due to making the report, including directing the investigator to:
  - a. ensure records and communications are stored in a secure location;
  - b. seek express authority to extend enquiries to other individuals;
  - c. mark communications and files "strictly confidential" and restrict access;
  - d. password protect documents where appropriate; and
  - e. use gender neutral terms and avoid using names or other identifiers where possible

# WIS Whistleblower Policy

## Acknowledgment and Consent to Disclosure for Investigation and Reporting Purposes

- 1 I have made a disclosure of information to ..... \*
- 2 I believe the information I have disclosed is true.
- 3 I have received a copy of the WIS Whistleblower Policy. I understand that information about my complaint that is unlikely to reveal my identity can be disclosed to any other WIS or Wesfarmers employee or consultant without my consent.
- 4 I understand that if my complaint is captured under whistleblower protections set out in whistleblower laws, my identity and information that is likely to reveal my identity cannot be disclosed to any other WIS or Wesfarmers employee or consultant (except for legal advisers) without my consent, unless the disclosure:
  - a. is made to a legal practitioner for the purpose of obtaining advice or representation in relation to whistleblower laws; or
  - b. is reasonably necessary for the purposes of investigating the matter and reasonable steps are taken to reduce the risk that I will be identified.
6. I give my consent to the disclosure of my identity under conditions of confidentiality and for the purpose of investigation and reporting, to the following people

(“**Authorised Persons**” for the purposes of paragraph 2(b) and (c) of the Whistleblower Guidelines):

A WIS Director\*\*

WIS Managing Director\*\*

WIS GM Finance\*\*

WIS Legal Counsel\*\*

Wesfarmers Group General Counsel\*\*

Wesfarmers Company Secretary\*\*

Business Unit Managing Director/Chief Executive Officer\*\*

Business Unit Chief Financial Officer\*\*

Any partner or employee of an external law firm appointed by any of the above\*\*

.....  
Name of reporting person [print]

.....  
Signature of reporting person

.....  
Date

*\* Insert name of person receiving report*

*\*\* Delete any that are not approved*