

WHISTLEBLOWER POLICY

Effective 19th April 2017



1. PURPOSE AND APPLICATION OF THE POLICY

1.1 PURPOSE

AUB Group Limited (**AUB Group** or **the Company**) is committed to a culture of corporate compliance, ethical behaviour and good corporate governance.

As part of this culture AUB Group is committed to maintaining an open working environment in which employees and contractors are able to report instances of unethical, unlawful or undesirable conduct without fear of intimidation or retaliation.

The purpose of this policy is to:

- provide appropriate channels for reporting Unacceptable Conduct;
- encourage employees and contractors to disclose Unacceptable Conduct; and
- protect people who report Unacceptable Conduct in good faith.

This policy is an important part of AUB Group's compliance and corporate governance framework. AUB Group has adopted this policy in order to:

- help detect and address Unacceptable Conduct;
- provide employees and contractors with a supportive working environment in which they feel able to raise issues of legitimate concern to them and to AUB Group;
- increase efficiency by encouraging disclosure of conduct which, whilst may not be unlawful or unethical, is contrary to AUB Group's interests (such as unsafe work practices or wastage of resources);
- compliment AUB Group's other compliance policies and procedures, including its conflict management and breach reporting policies.

If you do not understand any part of this policy or how it applies to you, you should ask your manager or the Group Legal Counsel & Company Secretary.

1.2 APPLICATION

This policy applies to all AUB Group's Directors and Officers, employees and contractors (**AUB Connected Persons**). However, this policy may be adopted by any businesses in which AUB has a direct or indirect equity investment.



2. UNACCEPTABLE CONDUCT

Unacceptable Conduct includes any conduct (including an act or omission) by an AUB Connected Person which:

- is dishonest, fraudulent or corrupt;
- is illegal, such as theft, drug sale/use, violence, harassment or intimidation, criminal damage to property or other breaches of state or federal law;
- is unethical, such as dishonestly altering company records or data, adopting questionable accounting practices or wilfully breaching the AUB Group Code of Conduct.
- is potentially damaging to AUB Group or AUB Connected Persons, such as unsafe work practices or substantial wasting of company resources;
- may cause financial loss to AUB Group or damage its reputation or be otherwise detrimental to AUB Group's interests;
- poses a risk to the health or safety of any individual; or
- involves any other kind of serious impropriety such as gross mismanagement, serious and substantial waste or repeated instances of a breach of internal procedures.

3. MAKING A REPORT

AUB Group encourages AUB Connected Persons to initially report any occurrences of Unacceptable Conduct to their manager. When making a report, you should ensure that you have read and understand this Policy first.

For some types of Unacceptable Conduct, AUB Group's established procedures provide more appropriate channels for dealing with issues. For example for:

- discrimination, harassment, workplace grievance or performance appraisal issues – you should refer the matter to your manager or the Head of Human Resources;
- any other personal issue relating to your work or work environment – you should refer the matter to your manager; or
- issues relating to conflicts of interest as described in AUB Group's Conflict of Interest & Related Party Transactions Policy - you should refer the matter to your manager or the Risk & Compliance Manager.

However, if at any time you are concerned that any of the above procedures are not working because of Unacceptable Conduct, you can raise your concern through the procedure outlined in this Policy.

If you think it would be inappropriate or counterproductive to report an instance of Unacceptable Conduct to your manager or in accordance with AUB Group's other policies and practices, you can report the conduct to:



- the Head of Compliance;
- If you consider that the Head of Compliance is complicit in the Unacceptable Conduct, you may report the matter to the Chief Financial officer; or
- If for any reason you wish to make a report anonymously you may utilise the external reporting line identified in Appendix One (**the Anonymous Reporting Service**).

If you make a report to the Anonymous Reporting Service, your identity will be secured unless you disclose your name as the service is not controlled by AUB but an independent party with whom AUB contracts to provide the confidential and anonymous reporting service. Any report made to the Anonymous Reporting Service will be sent on a de-identified and encrypted basis to the following parties simultaneously:

- The Chairman of the Board;
- The Chair of the Audit & Risk Committee of the Board; and
- The Group Legal Counsel & Company Secretary or at least one member of AUB's Senior Management designated by the Board from time to time.

Before making a report under this policy you should do your best to ensure there is a reasonable basis for the report. This assists AUB Group to reduce the chance that this Policy is misused.

If you have a mere suspicion of Unacceptable Conduct which is not supported by evidence of any kind, this would not normally provide a reasonable basis for a report. To have a reasonable basis, you must have at least some credible evidence supporting your report. However, it is not your job to investigate or prove beyond doubt a case of Unacceptable Conduct.

3.1 INITIAL ASSESSEMENT

If you make a report under this Policy to your manager, they will review the report and make an initial assessment of whether your report needs further investigation. It is important at this stage if you wish your identity to be confidential that you inform your manager and all reasonable steps will be taken to preserve confidentiality whilst recognising that AUB may be under legal obligations to act on the report and/or disclose details of the report to relevant regulators and/or in future litigation.

3.2 INVESTIGATING A REPORT

If your manager refers your report to the Head of Compliance for further assessment, the role of the Head of Compliance is to coordinate a fair, independent and discreet investigation into the substance of your report to determine whether there is evidence to support the matters raised. The Head of Compliance will advise the Chief Financial officer and the Board of any matter reported under this Policy that involves an allegation concerning:

- fraud;
- criminal misconduct;
- conduct that could cause significant reputational damage to the Company; or
- potential financial loss to the Company exceeding \$250,000.



If you have reported the matter to the Head of Compliance or Chief Financial officer and have requested that your identity remain confidential, all reasonable steps will be taken not to disclose your identity to anyone within AUB Group without your consent. It is recognised however that in some cases the nature of the report will be such that your identity will be difficult to keep confidential and that in these circumstances AUB encourages AUB Connected Persons to either identify themselves when making the report or utilise the Anonymous Reporting Service.

If you made your report to the Anonymous Reporting Service and the Chairman determines that the matter warrants further enquiry, AUB Group will ensure that the Chairman and his or her delegates have all necessary access to AUB Group records and personnel to undertake an appropriate investigation.

If your report raises allegations of Unacceptable Conduct against another person, it must be recognised that in the interests of procedural fairness, it may not be possible to adequately investigate a report of Unacceptable Conduct without that person being given the right to respond to the allegations.

3.3 OUTCOME OF INVESTIGATION

On completing an investigation, the Company will prepare a report on whether Unacceptable Conduct has occurred and if it has, may recommend in the report what action should be taken. It may not be possible for privacy, privilege or other legal reasons to share this report with you but in so far as it is practical to do so the outcome of the investigation will be made known to you in writing.

AUB Group is committed to ensuring that any Unacceptable Conduct identified and rectified as far as practicable, and that action will be taken to prevent any future occurrence of the same or similar conduct.

3.4 CONFIDENTIALITY

If you make a report of Unacceptable Conduct under this policy, AUB Group will endeavour to ensure that your identity is protected from disclosure, even when disclosure of information in your report is made with your consent.

AUB Group will also ensure that any records relating to a report of Unacceptable Conduct are stored securely and are able to be accessed only by authorised staff.

AUB Group encourages anyone making a report under this policy to disclose their identity, to facilitate full and frank communication with them. Where a person prefers to remain anonymous and/or utilises the Anonymous Reporting Service they will be provided with an identification number which they can quote for the purposes of identifying themselves in subsequent contacts with the relevant AUB contact person.

Unauthorised disclosure of:

- the identity of a person who has made a report of Unacceptable Conduct, or
- information from which the identity of the reporting person could be inferred,

may constitute an offence under the Corporations Act. Apart from any criminal consequences, it will be regarded as a disciplinary matter and will be dealt with in accordance with the AUB Group Code of Conduct.



3.5 REPORTING PERSON INVOLVED IN THE UNACCEPTABLE CONDUCT

A person who has committed or been involved in Unacceptable Conduct will not be immune from disciplinary action merely because they have reported the Unacceptable Conduct in accordance with this policy. In these circumstances the reporting person will be dealt with in accordance with AUB Group's Code of Conduct/disciplinary policies. However, the person's conduct in making the report will be taken into account in determining what disciplinary action is appropriate.

4. PROTECTION OF WHISTLEBLOWERS

AUB Group is committed to protecting and respecting the rights of AUB Connected Persons who report Unacceptable Conduct in good faith.

AUB Group will not tolerate any discrimination, harassment, intimidation or victimisation against any person suspected of making a report of Unacceptable Conduct, or against that person's colleagues, employer (if a contractor) or relatives. Any such retaliatory action will be treated as serious misconduct and will be dealt with in accordance with AUB Group's Code of Conduct/disciplinary policies.

If you are subject to any such action, you should immediately notify the Group Legal Counsel & Company Secretary. If you consider that an anonymous process is necessary or that the matter should be brought to the attention of the Board, you may report the matter using the Anonymous Reporting Service, whether or not you chose to remain anonymous.

5. PUBLICATION AND REVIEW OF THIS POLICY

The Group Legal Counsel & Company Secretary will:

- ensure that this Policy is published on the Company's website;
- monitor and at least every three years review the effectiveness of the protection program described in this policy and will maintain adequate records and data for this purpose; and
- provide regular reports to the Audit & Risk Management Committee of the Board which will include a summary of matters reported under this policy and their outcome and any other information requested by the Chairperson of that Committee.

If you have any questions about this Policy or its application, please refer to your manager or the Group Legal Counsel & Company Secretary.

The relevant contact details for communications under this Policy are attached at Appendix One.



Appendix One

Whistleblower Contact details

Internal Reporting

Jillian Hurdwell
Head of Compliance
Aurora Place
Level 10
88 Phillip Street
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Jodie Blackledge
Chief Financial Officer
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The External Reporting Service



WHISPLI

AUB Group Ltd Anonymous Reporting

Whispli is an anonymous, secure, two-way communication solution that lets you report wrongdoing with total security.



Secure



Anonymous



Communication

How to access the AUB Group Ltd Anonymous Reporting Form reporting form.

Scan the QR code
or visit this link.

<https://app.whispli.com/reports/add/aub-group-ltd>

