

**BRICKWORKS**

# Whistleblower Policy

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## Whistleblower Policy

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### 1. Introduction

The Code of Conduct (**Code of Conduct**) and other policies adopted by Brickwork Limited (**Company**) and all related entities in the Brickworks Group (**Group**) have been developed to ensure that each entity in the Group observes the highest standards of fair dealing, honesty, integrity and social responsibility in its business activities.

This policy (**Policy**) supports the Code of Conduct and is designed to promote and reinforce the Group's culture of seeking to ensure the Group acts lawfully, ethically and in a socially responsible manner at all times.

The purpose of this Policy is to provide a mechanism which encourages concerns to be raised about misconduct or an improper state of affairs or circumstances or any other behaviour which is inconsistent with any of the Group's culture, values or policies. The Board is committed to seeking to ensure that there is a proper review of concerns raised without the person raising the concern being subject to detriment, victimisation or harassment.

### 2. Who does this Policy apply to?

This Policy applies to all current and former directors, officers, employees, contractors, consultants, suppliers and associates of all entities in the Group and their relatives and dependants (**Reporting Persons**).

### 3. Matters that should be reported

It is not possible to provide an exhaustive list of the activities that should be reported (**Reportable Conduct**) for the purposes of this Policy. However, Reportable Conduct includes any conduct of any person connected with the Group, which a Reporting Person has reasonable grounds to believe is:

- misconduct or an improper state of affairs or circumstances (for these purposes misconduct includes fraud, negligence, default, breach of trust and breach of duty);
- dishonest, corrupt or illegal (including theft, drug sales/use, violence or threatened violence and criminal damage against property);
- misleading or deceptive conduct including practices or representations which amount to improper or misleading accounting or financial reporting practices;
- in breach of Commonwealth or State legislation such as the *Corporations Act 2001* (Cth) (**Corporations Act**), the *Australian Securities and Investments Commission Act 2001* (Cth), the *Competition and Consumer Act 2010* (Cth) or the *Income Tax Assessment Act 1936* (Cth) or a law punishable by imprisonment for a period of 12 months or more;
- an unsafe work practice;
- unethical behaviour (this may represent a breach of the Code of Conduct or be unethical behaviour generally);
- improper behaviour;
- a danger to the public or the financial system; or

- conduct likely to cause material financial or non-financial loss to any entity in the Group.

#### 4. **Matters Excluded from the operation of this Policy**

Employee and industrial relations related issues, human resources related issues and personal work-related grievances are excluded from the operation of this Policy because there are other established mechanisms to raise and deal with such issues. For example, employment contract or grievance issues can be addressed through other avenues in accordance with company policies and relevant legislation.

#### 5. **Responsibility to report**

The Group relies on Reporting Persons to help maintain and grow its culture of honest and ethical behaviour.

The Group will not tolerate conduct or circumstances that constitute Reportable Conduct and it is therefore expected that Reporting Persons who become aware of known, suspected or potential cases of Reportable Conduct will make a report under this Policy.

This includes Reporting Persons who have been advised of Reportable Conduct by other Reporting Persons even if they did not observe or experience that conduct or circumstances themselves.

#### 6. **Points to consider before reporting**

It is very important that a Reporting Person who makes a report under this Policy has reasonable grounds to suspect and believe that Reportable Conduct has occurred.

The Group takes very seriously all reports made under this Policy. If a Reporting Person makes a false report without reasonable grounds of suspicion or maliciously, the Group reserves the right to take appropriate action against that Reporting Person, including disciplinary action.

#### 7. **Resources**

##### 7.1. **Whistleblower Investigation and Protection Officer**

The Group is committed to seeking to ensure that a Reporting Person making a report in accordance with this Policy will not suffer detriment or be disadvantaged as a result of making that report, even if the report is subsequently determined to be incorrect or is not substantiated. All reasonable steps will be taken by the Group to ensure that the Reporting Person does not suffer detriment and is not subject to any form of victimisation.

The Group has appointed a Whistleblower Protection and Investigations Officer (**WPIO**) who has the responsibility to seek to safeguard the interests of Reporting Persons making reports under this Policy and seek to protect them from detriment. The current WPIO is the Company Secretary and General Counsel. The WPIO will review all reports made or referred to it under this Policy and using internal resources and independent advisers as and when required will investigate those reports. In respect of this Policy and the role of the WPIO, the WPIO has a direct reporting line to the Managing Director/Chief Executive Officer (**MD/CEO**) and the *Audit and Risk Committee* of the Board.

The WPIO may disclose information received from the whistleblower as long as it is reasonably necessary to investigate the information received. In addition the law may require reasonable steps to be taken to reduce the risk that the whistleblower will be identified by the information that is disclosed.

### 7.2. The role of the Board

The Board is committed to ensuring that it is informed of, and properly considers, any material concerns raised under this Policy, including any suggestion that a Reporting Person has suffered victimisation. This particularly applies where the concern may call into question the culture of the Brickworks Group.

The WPIO has standing instructions from the Board to direct any such material concerns to the attention of the Board.

Any investigations by the Board under this Policy will typically be undertaken through the *Audit and Risk Committee* of the Board.

### 7.3. The protections available to Reporting Persons

In Australia, the Corporations Act contains important protections available to Reporting Persons who make disclosure of information that qualifies for protection under that legislation. Those protections include:

- The right to have their identity protected in accordance with the provisions of that legislation.
- The right to be protected from civil, criminal or administrative liability (including disciplinary action) for making disclosure, from contractual or other remedy on the basis of the disclosure and from the admissibility of the information provided in evidence against the person, in each case in accordance with the provisions of that legislation.
- The right to be protected from victimisation in accordance with the provisions of that legislation.
- The right to compensation and other remedies in accordance with the provisions of that legislation (including a right not to be required to pay costs incurred by another person when litigation is commenced).
- The right not to be required to disclose their identity before any court or tribunal in accordance with the provisions of that legislation.

The Group is committed to seeking to ensure the fair treatment of any Reporting Person who makes a disclosure pursuant to this Policy. This means that a Reporting Person will not suffer detriment to their employment terms or prospects by reason of making of a disclosure concerning Reportable Conduct.

If you have any further questions about these protections you should contact the WPIO.

### 7.4. Implications of engaging in victimisation

The Group will not tolerate any group officer or employee engaging in detrimental conduct against a Reporting Person or person who they suspect may be a Reporting Person. Detrimental conduct includes dismissal, alteration to position, discrimination or harassment.

The Group reserves the right to take appropriate action against a person who engages in such detrimental conduct including disciplinary action.

### **7.5. Support to Reporting Persons**

The Group is committed to providing appropriate support to any person who makes a disclosure in accordance with this Policy. The nature of the support that may be offered will very much depend on the nature of the Reportable Conduct reported and the personal circumstances of the Reporting Person. Such support will be at the absolute discretion of the Group. If you have any further questions about the availability of support you should contact the WPIO. Considerations of support will be addressed as part of the process of investigating a report and the outcome of decisions will be advised by the WPIO to the Reporting Person.

## **8. How to report**

### **8.1. How to make a report**

A Reporting Person seeking to make a report can do so through one of the following means:

- (a) an email to – [behonestbrickworks@deloitte.com.au](mailto:behonestbrickworks@deloitte.com.au);
- (b) a letter to Deloitte at Brickworks, Reply Paid 12628 A'Beckett Street, Vic 8006; or
- (c) the confidential toll free number 1800 116 223 (from within Australia) and 1800 833 1070 (from within the US), that is manned 24 hours.

This reporting mechanism is administered by Deloitte who refers reported information to the WPIO.

A Reporting Person may also report directly to the WPIO if they so wish at [whistleblower@brickworks.com.au](mailto:whistleblower@brickworks.com.au)

Information received from a Reporting Person making a report will be kept confidential to the extent possible as described below.

As noted in section 4 employee, industrial relations, human resources related issues and personal work-related grievances are excluded from operation of this Policy because there are other established mechanisms for dealing with such issues.

### **8.2. Reports regarding Reportable Conduct**

A Reporting Person making a report under this Policy should also indicate at the time of making the report the following:

- (a) the reasons why the Reporting Person suspects the information they are reporting indicates an entity in the Group or an officer or employee of an entity in the Group, has or may have engaged in Reportable Conduct;
- (b) whether the Reporting Person consents to the recipient of their report disclosing the identity of the Reporting Person, including to the Group's external legal advisers, internal auditors, the WPIO, members of the Board and the *Audit and Risk Committee*.

### **8.3. Supporting documentation**

While the Group does not expect a Reporting Person to have absolute proof or evidence of Reportable Conduct, a report should show the reasons for their

concerns and make full disclosure of the relevant details and any supporting documentation.

If a report is made it will be valued and appreciated, even if it is not confirmed by subsequent investigation.

#### **8.4. Anonymous reports**

A Reporting Person may elect to make a report anonymously. The Group will respect the Reporting Person's right to not identify themselves.

It should be noted that, depending on the circumstances, anonymous reporting of Reportable Conduct may limit the scope of the investigation that may be possible in relation to the Reportable Conduct.

### **9. Investigating a report**

#### **9.1. Process for Investigating a Report**

The Group will investigate all reports made under this Policy as soon as practicable after the matter has been reported.

In most instances, investigations will be conducted by the WPIO using external advisers, including the Company's external lawyers or internal auditors. The objective of this Policy is that all investigations will be conducted in a thorough, fair and independent manner in accordance with best practice. The Reporting Person agrees that the information contained in any report made by a Reporting Person can be provided to enable proper investigation including to Group officers and to the Company's external advisers (including its external lawyers or internal auditors), the Board and members of the Audit and Risk Committee.

To avoid jeopardising an investigation, a Reporting Person who has made a report under this Policy is required to keep confidential the fact that a report has been made (subject to any legal requirements).

#### **9.2. Confidentiality of identity and the process**

The identity of a Reporting Person who makes a disclosure pursuant to this Policy will have their identity protected in accordance with all applicable legal requirements, including the requirements of the Corporations Act.

The WPIO may need to contact the whistleblower to confirm that the whistleblower consents to the disclosure of the identity of the whistleblower to enable proper investigation of the Report, including to the Group's external legal advisers, the Company's external lawyers or internal auditors, the Board and members of the Audit and Risk Committee.

Disclosure of matters raised concerning Reportable Conduct or the nature of investigations and the results of investigation made under this Policy will be provided to Group officers and employees on a need to know basis. Decisions on these matters will be made by the WPIO.

#### **9.3. Referral to external regulatory authorities**

The Group may disclose any information received under this Policy to appropriate external regulatory authorities, such as the Australian Securities and Investments Commission (ASIC), the Australian Federal Police (AFP) or other governmental agencies in its absolute discretion without seeking the prior approval of a Reporting Person.

**9.4. Fair treatment of employees**

The Group is committed to seeking to ensure the fair treatment of any Group officer or employee who is mentioned in a disclosure made pursuant to this Policy. Any investigation of a report will have regard to that requirement.

**9.5. Feedback to Reporting Persons**

In order to ensure fair treatment to persons affected by an investigation into Reportable Conduct it may be difficult to provide ongoing feedback as to the status of investigations concerning Reportable Conduct to Reporting Persons. That being said the objective of the Group will be that, to the extent possible, Reporting Persons will be advised through the WPIO of the general status and outcomes of any investigation.

If a disclosure made under this Policy is made to an external regulatory authority, to the extent possible, the Reporting Person will be advised through the WPIO of that referral.

If a Reporting Person is dissatisfied with the outcome of an investigation made under this Policy as advised to them by the WPIO they will have the right to escalate the matter to the chair of the *Audit and Risk Committee*.

**9.6. External Reporting**

Nothing in this Policy is intended to hinder or prevent a Reporting Person from reporting concerns relating to Reportable Conduct to an external regulatory authority.

That being said Reporting Persons are strongly encouraged to report internally in accordance with this Policy as the preferred review process as that is considered to be the review process that will be in the long term best interests of the Group.

**9.7. Reports concerning the MD/CEO or the WPIO**

The investigation process in the situation of a complaint made against the MD/CEO, or the WPIO will be undertaken by the Company's Internal Auditor following the principles, processes and requirements listed above.

Any concerns about the MD/CEO or the WPIO should be directed to *the chair of the Audit and Risk Committee*. The current *chair of the Audit and Risk Committee* is Mrs Deborah Page.

She can be contacted via mail at PO Box 1029 Wahroonga NSW 2076 or via email at [drpage@bigpond.net.au](mailto:drpage@bigpond.net.au).

**10. Availability of this Policy**

This Policy is available to all officers and employees of the Group through the intranet.

**11. Review of the Policy**

This Policy will be reviewed from time to time. This is so the Policy remains consistent with ASX corporate governance principles and relevant legislative requirements and well as the changing nature of the Group.