



# Whistleblower Policy (USA and Bermuda)

**Atlas Arteria Limited**  
**Atlas Arteria International Limited**

# Whistleblower Policy

## 1.1 Introduction and Overview

For the purposes of this document, **ALX** means Atlas Arteria Limited ACN 141 075 201 (**ATLAX**), Atlas Arteria International Limited Registration No 43828 (**ATLIX**) and their respective controlled entities.

ALX is committed to the highest standards of ethical practices and honest relationships and to the protection of individuals who report instances or allegations of wrongdoing that they have reasonable grounds to suspect. ALX is equally committed to corporate compliance and seeks, through this Policy, to provide a framework for compliance with obligations prescribed under relevant laws.

ALX's aim is to encourage employees to report any wrongdoing suspected on reasonable grounds in an environment free from victimisation so that the Board and senior management can address any improper conduct.

Compliance with this Policy is overseen by the ATLAX and ATLIX Audit and Risk Committees.

A breach of this Policy will be investigated and disciplinary action, up to and including termination of employment or engagement and removal from providing services to ALX, may result.

This Policy includes, and should be read in conjunction with the Annexures to this Policy. Unless expressed otherwise, capitalised terms are as defined in Annexure A of this Policy.

## 1.2 Who does this policy apply to?

This Policy applies to all employees, directors and third party service providers of ALX-controlled entities that are registered in the United States of America or Bermuda.

The ALX Whistleblower Service is also available to all Whistleblowers (as defined in section 1.3).

## 1.3 Who is a "Whistleblower"?

A Whistleblower is any person who, whether anonymously or not, has reasonable grounds to suspect wrongdoing and makes, or attempts to make, or is about to make, a disclosure of that wrongdoing in accordance with this Policy.

## 1.4 When should you speak up?

Each of us shares responsibility for acting in the best interest of ALX and its shareholders and people.

We have an obligation to escalate any concern we have if we consider, on reasonable grounds, that someone is not adhering to the law, the ALX Code of Conduct, or has engaged in some other form of wrongdoing.

You are encouraged to be confident to ask questions, to challenge custom and practice, and to make a difference. If you feel under pressure to act in a way which is inconsistent with the law, ALX's Code of Conduct, or which conflicts with ALX's policies, you should speak up.

Everyone makes mistakes, but what will distinguish each of us in our careers is how we deal with, and learn from, our mistakes. Speak up if you have done something wrong or if you become aware of wrongdoing by others.

## 1.5 What is Wrongdoing?

Examples of wrongdoing include but are not limited to:

- A breach of laws or regulations.
- Dishonest, unethical, corrupt, fraudulent, or other illegal or unethical conduct or activity including theft, financial fraud, and soliciting, accepting or offering a bribe.
- Impeding internal or external audit processes.
- Improper behaviour relating to accounting, internal accounting controls, actuarial or audit matters, including falsifying financial records.
- Conduct endangering health and safety or the financial system.
- Conduct that is contrary to, or in breach of, ALX's Code of Conduct and /or Policies.
- Conduct involving substantial risk to the environment.
- A substantial mismanagement of ALX's resources.
- Conduct that is detrimental to ALX's financial position or reputation.
- Conflicts of interest.

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- Concealment of wrongdoing.
- Sexual harassment.
- Bullying, discrimination, harassment or vilification.

You are encouraged to speak directly with your manager or local human resources staff in relation to general employment related queries and concerns that are not of the nature and gravity of those included in the examples of wrongdoing referred to above.

### 1.6 How do I report wrongdoing?

The principal internal officers for reporting wrongdoing are:

1. Your Manager;
2. A manager further up your reporting structure;
3. The Whistleblower Advocate;
4. The ALX CEO; and
5. The ATLAX and ATLIX Chairman.

Concerns should be raised in the above order unless it is not practical or appropriate to do so.

Employees and directors reporting wrongdoing either to their manager or the members of senior management listed above can be assured that they will be protected and that the investigation will be conducted in accordance with the principles of fairness and natural justice. Any person that submits or receives a report must treat the matter confidentially.

Any recipient of a report of wrongdoing must make (and provide to the Whistleblower Advocate) a written record, including details of the reported allegations and where relevant, how they have been investigated and resolved.

Whistleblowers can also use the Whistleblower Service outlined in section 1.7.

### 1.7 Whistleblower Service

The ALX Whistleblower Service is available as a means to report concerns of wrongdoing.

ALX recognises that employees may prefer to bypass relevant management in certain circumstances, including but not limited to, the following:

- They believe they may be victimised if they use a normal reporting channel;

- They prefer to make the report anonymously; or
- The report involves a relevant member of management.

To ensure these employees can make a Whistleblower report without fear of victimisation, ALX has established a Whistleblower Service operated by an independent third party service provider. Subject to applicable laws, employees can report any wrongdoing in any language through ALX's dedicated web-based service available 24 hours a day on an identified or anonymous basis. Further details can be found on posters located at all ALX sites or online at

[www.atlasarteriaspeakup.deloitte.com.au](http://www.atlasarteriaspeakup.deloitte.com.au).

The policy does not prevent an employee from:

- reporting wrongdoing to a regulator or any other government official under an applicable law;
- initiating, testifying in, or participating in investigations or administrative or judicial enforcement actions with respect to the reported wrongdoing; or
- otherwise exercising his or her legal rights

### 1.8 Whistleblower Advocate

This policy provides for the appointment of a Whistleblower Advocate.

Employees reporting wrongdoing can seek advice from the Whistleblower Advocate prior to, or after, making a report.

The current Whistleblower Advocate is the ALX General Counsel.

The Whistleblower Advocate is responsible for protecting a Whistleblower from being victimised as a result of making a report, and for investigating Whistleblower reports.

The Whistleblower Advocate is not responsible for providing legal advice to a Whistleblower in relation to the whistleblower report or whistleblower protections.

The Boards may appoint, remove or replace the Whistleblower Advocate at any time.

The Guidelines for the Whistleblower Advocate are included in Annexure B.

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### 1.9 Investigating wrongdoing

Investigations of allegations of wrongdoing will be conducted in a manner that is confidential, fair and objective. The Whistleblower Advocate will decide the appropriate form of investigation and resources required.

The investigation process will vary depending on the nature of the alleged wrongdoing and the amount of information provided.

For a report to be fully investigated, it must contain sufficient information to form a reasonable basis for investigation. An employee reporting anonymously should provide as much information as possible so as not to compromise the ability to fully investigate the report.

Following completion of an investigation, and where appropriate having regard to the circumstances (including privacy rights and confidentiality obligations), the Whistleblower and the persons the subject of the investigation, will be informed of the outcome of the investigation.

### 1.10 Outcome of Investigation

An investigation can result in one of three outcomes:

- The wrongdoing is proven.
- The wrongdoing cannot be proven, but there is enough suspicion to warrant further ongoing surveillance or investigation.
- The wrongdoing cannot be proven, and no further ongoing surveillance or investigation will follow.

In any event, the investigation may result in a review of internal controls.

Both the Whistleblower (in cases where the Whistleblower is known to the Whistleblower Advocate) and the person accused of wrongdoing shall be informed independently of the result.

The relevant contract between ALX and the person proven to have been involved in wrongdoing will govern what further action ALX will take in respect of the wrongdoing. Where the wrongdoing involves a possible criminal offence, police involvement may be necessary.

ALX will give its full support to persons who are the subject of an investigation where the allegations contained in a Whistleblower report

appear to be wrong or unsubstantiated. Where an investigation does not substantiate the report, the fact that the investigation has been carried out, the results of the investigation and the identity of the person who is the subject of the investigation, must be handled confidentially. In such circumstances, no record of the report or the investigation is to be kept in any human resources or employment-related record of the person who was investigated in relation to the wrongdoing.

### 1.11 Protection from victimisation

The Whistleblower Advocate and ALX can protect the Whistleblower in a number of ways including:

- Ensuring confidentiality in the investigation.
- Protecting the Whistleblower's identity (see section 1.12 below).
- Offering an employee leave of absence while a matter is investigated.

ALX forbids any employee or director from penalising any person who has reasonable grounds to suspect wrongdoing and makes a Whistleblower report in accordance with this Policy. This includes any reprimand, reprisal, change in work duties, change in employment amenities, change in reporting requirements, damage to career prospects or reputation, threats to do any of these or deliberate omissions which damage the person.

### 1.12 Protection from identification

ALX will to the full extent possible and to the full extent permitted by law protect the identity of the Whistleblower, unless the Whistleblower consents to disclosure of his or her identity.

Any communication of Whistleblower reports made in accordance with this Policy must not contain the identity of the Whistleblower, unless this is permitted or required by law or the Whistleblower has consented to disclosure of his or her identity.

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## 1.13 Reporting and Governance

The Whistleblower Advocate keeps a record of reports of wrongdoing submitted under this Policy, whether to managers or through the Whistleblower Service, including the investigation results.

Reports on matters raised under this Policy are provided regularly to the Senior Executive Team and the Audit and Risk Committees in accordance with the Guidelines for the Whistleblower Advocate set out in Annexure B.

## 1.14 Access to this Policy

All ALX employees and directors are notified by email of this Policy and its location on ALX's servers. The Policy is also available at [www.atlasarteria.com](http://www.atlasarteria.com).

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## ANNEXURE A

**Detriment** includes (but is not limited to): dismissal of an employee; injury of an employee in his or her employment; alteration of an employee's position or duties to his or her disadvantage; discrimination between an employee and other employees of the same employer; harassment or intimidation; harm or injury to a person, including psychological harm; property damage; reputational damage; damage to a person's business or financial position; and any other damage to a person;

**Policy** means this Whistleblower Policy;

**Whistleblower** means any person who, whether anonymously or not, has reasonable grounds to suspect wrongdoing and makes or attempts to make a disclosure of that wrongdoing in accordance with this Policy.

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## ANNEXURE B

### Guidelines for the Whistleblower Advocate

The Boards of ALX have appointed a Whistleblower Advocate. These Guidelines set out the functions and responsibilities of the Whistleblower Advocate.

#### 1. Responsibilities

The principal responsibilities of the Whistleblower Advocate are to:

- 1.1. Assist the Boards in fulfilling their responsibility for ensuring that ALX complies with its legal and ethical obligations in relation to Whistleblowers;
- 1.2. Protect Whistleblowers from being victimised as a result of reporting an allegation of wrongdoing;
- 1.3. Engage and oversee an independent third party service provider to administer a Whistleblower Service;
- 1.4. Co-ordinate investigations into matters raised through the Whistleblower Service in such manner as the Audit and Risk Committees consider appropriate having regard to the nature of the complaint; and
- 1.5. Report to the Audit and Risk Committees on all complaints and investigations made through the Whistleblower Service. This includes, but is not limited to:
  - a) advising the Chairs of the Audit and Risk Committees of reports of wrongdoing:
    - i. at the time a report of wrongdoing is made; and
    - ii. at the meeting of each Audit and Risk Committee convened subsequent to a report;
  - b) immediately advising the Chairs of the Audit and Risk Committees of reports of wrongdoing by, or relating to any senior executive of ALX;
  - c) providing the Audit and Risk Committees, on an annual basis, with aggregated information on:
    - i. the number of complaints;
    - ii. the nature of complaints;
    - iii. whether the complaints have been substantiated; and
    - iv. whether action has been taken in response to the complaints.

#### 2. Authority

The Whistleblower Advocate is authorised by the Boards to:

- 2.1. Obtain any information it requires in order to fulfil its responsibilities (as set out in under “Responsibilities“ above) from any employee of ALX or its subsidiaries;

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- 2.2. Engage an independent third party service provider to administer a Whistleblower Service at ALX's expense as appropriate;
- 2.3. Obtain or retain outside legal or other professional advice at ALX's expense as appropriate; and
- 2.4. Contact and/or make a report to police and/or a regulatory authority.

### 3. Reporting

In addition to the reporting responsibility in Section 1.5 above, the Whistleblower Advocate will report to the Boards as soon as practicable if there are:

- 3.1. Any matters which in his/her opinion are regarded as major allegations that should be brought to the attention of the Boards; and
- 3.2. Any recommendations requiring prompt Board approval and/or action.

### 4. Other

- 4.1. The Senior Executive Team will review these Guidelines annually or as often as it considers necessary.
- 4.2. The Boards may change these Guidelines from time to time by resolution.