

Whistleblower Policy

23 June 2023 | Rev 8

1. Purpose

At AusNet, we are committed to ethical standards of conduct, respect and integrity.

We value our external stakeholders, our customers and the communities we serve. We want our relationships with each of these groups to be underpinned by mutual trust and respect. This is why, every day, we work hard to maintain a culture characterised by responsible and ethical behaviour, good corporate governance, and compliance with our legal obligations.

As stated in our Code of Conduct, we expect all staff and contractors to read, understand and comply with our policies, and to report conduct that is inconsistent with those policies and our values.

Disclosure of matters that concern Reportable Conduct (described in section 3.2) is encouraged and Qualifying Disclosures attract certain statutory protections (see further section 5).

The purpose of this policy (**Policy** or **Whistleblower Policy**) is to provide a framework for AusNet employees, contractors and other individuals entitled by law to make Qualifying Disclosures securely, safely and with confidence that they will be appropriately supported and protected.

2. Scope

2.1 This is an AusNet Policy

This is a policy of Australian Energy Holdings 1 Pty Ltd (ABN 18 654 672 670) and each of its subsidiaries, which include but are not limited to:

- AusNet Pty Ltd (ABN 45 603 317 559)
- AusNet Transmission Group Pty Ltd (ABN 78 079 798 173)
- AusNet Electricity Services Pty (ABN 91 064 651 118)
- AusNet Gas Services Pty Ltd (ABN 43 086 015 036); and
- Mondo Power Pty Ltd (ABN 73 097 962 395),

(together, **AusNet** and each, an **AusNet Entity**). A reference to “us”, “we” or “our” is a reference to AusNet or one or more AusNet Entity, as applicable.

2.2 What the Whistleblower Policy addresses

The Policy provides information about the process by which Eligible Whistleblowers can make disclosures about Reportable Conduct that relates to an AusNet Entity, including (among other things):

- who is an Eligible Whistleblower
- what is Reportable Conduct
- what is a Qualifying Disclosure
- how to make a Qualifying Disclosure
- how AusNet will assess and, if relevant, investigate disclosures made under this Policy
- the protections that apply to Eligible Whistleblowers who make Qualifying Disclosures.

3. Making a disclosure

3.1 Eligible Whistleblower

You may make a disclosure regarding Reportable Conduct under this Policy if you are a current or former employee, officer, associate or supplier of an AusNet Entity, a relative or dependant of such a person, or a person otherwise contemplated or specified in the relevant law¹ (**Eligible Whistleblower**).

3.2 Reportable Conduct

Reportable Conduct is information that an Eligible Whistleblower has reasonable grounds to suspect concerns misconduct, or an improper state of affairs or circumstances involving an AusNet Entity. Examples of misconduct or an improper state of affairs or circumstances include:

- dishonest behaviour
- fraudulent or corrupt conduct
- misappropriation of AusNet funds and/or assets
- conduct constituting an offence against of specified laws (e.g. theft)
- behaviour that is oppressive, discriminatory or grossly negligent
- conduct involving the breach of a significant employment or other law punishable by imprisonment for 12 months or more
- conduct that contravenes any law administered by the Australian Securities and Investment Commission, or
- conduct that represents a significant risk public safety or stability, or confidence in, the financial system.

3.3 Personal work-related grievances and other non-reportable matters

Reportable Conduct does not include personal work-related grievances such as:

- interpersonal conflicts between you and another employee
- decisions relating to your transfer, remuneration or promotion
- the terms and conditions of your engagement, or
- decisions to discipline, suspend or terminate you.

A mere difference of opinion concerning a lawful business decision or judgement made in good faith will also not, ordinarily, amount to Reportable Conduct.

Personal work-related grievances should be raised with your business partner (or other regular contact) from the People team or your reporting manager, in accordance with the appropriate AusNet policies.

A disclosure that involves a personal work-related grievance may amount to Reportable Conduct where (based on reasonable grounds) it:

- concerns misconduct or an improper state of affairs beyond, or in conjunction with, the Eligible Whistleblower's personal work-related circumstances
- involves the breach by an AusNet Entity of a significant employment or other law punishable by imprisonment for 12 months or more
- relates to actual or threatened detriment of an Eligible Whistleblower for having previously made a Qualifying Disclosure, or
- involves seeking legal advice or representation about the operation of whistleblower protections under the *Corporations Act 2001*(Cth) (**Act**).

3.4 False disclosures

To make a disclosure under this Policy, an Eligible Whistleblower must have reasonable grounds to suspect that an AusNet Entity has engaged in misconduct or an improper state of affairs or circumstances (for examples, see section 3.2).

A disclosure that does not satisfy this requirement, such as a knowingly false or baseless allegation, is not a Qualifying Disclosure (see section 5) and is not covered by this Policy. An individual may face disciplinary action if they make a disclosure they know to be false or without foundation (see section 6).

¹ The relevant laws are Part 9.4AAA of the *Corporations Act 2001* (Cth), and Part IVD of the *Tax Administration Act 1953* (Cth) in respect of disclosures concerning AusNet's tax affairs.

3.5 Disclosing Reportable Conduct to Eligible Recipients

Eligible Whistleblowers that have reasonable grounds to suspect that an AusNet Entity has engaged in Reportable Conduct may make a disclosure or report through the dedicated AusNet Whistleblower hotline.

The Whistleblower hotline is currently operated and maintained by Whispli. You can access it by:

- telephoning 1800 960 816 (toll free) 24/7;
- <https://ausnet.whispli.com/lp/whistleblowerline>

From time to time, we may make changes to the AusNet whistleblower hotline, including the hotline provider. Details of any such change will be made available.

You can make an anonymous disclosure through the Whistleblower hotline or use a pseudonym. However, there may be occasions where not being able to identify you may make it more difficult for AusNet to investigate the disclosure and, if your disclosure is a Qualifying Disclosure, to afford you the statutory whistleblower protections you are entitled to receive. If you choose to disclose your identity when you make the disclosure, your identity will be treated sensitively and confidentially, in accordance with the law (as further described in section 4).

Disclosures made through the Whistleblower hotline are forwarded to an AusNet Whistleblower Committee, which will generally include a senior management representative from each of the People, Legal and Audit teams at AusNet. The Committee and its members from time to time are authorised by AusNet to receive disclosures that may qualify for protection under whistleblower provisions of the Act (**Eligible Recipients**).

If a member of the Committee is the subject of a disclosure about Reportable Conduct or the substance of disclosed Reportable Conduct will create a conflict between the member's role and their personal interest in the disclosure within AusNet, they will recuse themselves from any Committee deliberations regarding the disclosure and they will not conduct any further assessment or investigation of the matter (though, to the extent they are the subject of an allegation they will ordinarily be provided with an opportunity to respond to those allegations).

In addition to the Whistleblower hotline, Eligible Whistleblowers that have reasonable grounds to suspect that an AusNet Entity has engaged in Reportable Conduct may make a disclosure or report to any other person specified in the Act as eligible to receive Qualifying Disclosures (**other Eligible Recipients**).²

In limited circumstances (the requirements for which are also specified in the Act), a Whistleblower may make a Qualifying Disclosure by making a public interest disclosure or an emergency disclosure to a member of an Australian parliament, or to a journalist.³

Despite these rights, wherever reasonably possible, AusNet encourages Eligible Whistleblowers to make disclosures through AusNet's internal processes before making any external disclosures (other than to your legal adviser) under the Act, so that AusNet can identify and address any concern as soon as possible. Alternatively, AusNet requests that you provide a copy of any report you make to an external reporting body under the Act through the AusNet Whistleblower hotline as soon as reasonably possible following the making of the report.

3.6 What to include in a disclosure

You should include in your disclosure all the details you have about the circumstances of the Reportable Conduct including, where available, the following information:

- the nature and dates of the reportable conduct
- the identity of any person or persons suspected of engaging in the Reportable Conduct, and
- the identity of any witnesses and the location of any other evidence (including electronic or hardcopy evidence).

4. Assessing and investigating Reportable Conduct

All disclosures or reports of Reportable Conduct made in accordance with this Policy will be treated seriously. Disclosures will be assessed to determine whether they constitute Qualifying Disclosures and Qualifying Disclosures will be investigated to assess the veracity of allegations made and any appropriate remedial or other action, including,

² Such as Australian Securities and Investments Commission; Australian Prudential Regulatory Authority; an auditor, officer or senior manager of, or other person authorised from time to time by, the AusNet Entity or a related body corporate.

³ *Corporations Act, section 1317AAD.*

where appropriate any additional specific action or steps to support the Eligible Whistleblower from prohibited detriment or threats (such as the designation of a Wellbeing Officer).

Investigations will be conducted fairly and impartially, focusing on the substance of the allegations rather than any perceived underlying motive for the disclosure. AusNet will also endeavour to conduct investigations expeditiously.

A person identified in a disclosure will ordinarily be provided with an opportunity to respond to any allegations made against them. However, in limited circumstances this may not be reasonably practical or appropriate (e.g. in the case of serious or enduring fraud) and AusNet may refer the allegations directly to Victoria Police or such other appropriate enforcement body. Our Employee Assistance Program (**EAP**) is available to any person named in a disclosure who is a current employee or officer of AusNet. Further information about the EAP is currently available on the AusNet intranet (The Loop) [here](#).

We may also determine, at our discretion, including in response to a request, to assign a Wellbeing Officer from the People team or other appropriate business unit to provide support to such a person throughout an investigation or other designated period. A Wellbeing Officer will be independent of, and will not be responsible for updating the person on the progress or findings of, any investigation.

A whistleblower and any persons the subject of allegations or issues in the relevant disclosure will be notified of the conclusion of any assessment (if it will not result in an investigation) or investigation and, if appropriate, the outcome. Depending on the length of time taken for an assessment or investigation, and other relevant considerations, an interim update may be provided to a whistleblower and/or persons the subject of allegations or issues.

Disclosures which are knowingly false, groundless or otherwise do not amount to a Qualifying Disclosure, will not be investigated under this Policy.

5. Protections in connection with Qualifying Disclosures

An Eligible Whistleblower (section 3) who makes, based on reasonable grounds, a disclosure or report about Reportable Conduct (section 3.2) to an Eligible Recipient (section 3.5) in accordance with this Policy, is considered to have made a **Qualifying Disclosure**, and receives the benefit of statutory whistleblower protections under the Act (as further described in this section).⁴ These protections also apply in respect of an Eligible Whistleblower seeking legal advice or representation about the whistleblower provisions of the Act.

5.1 Confidentiality

AusNet will not disclose the identity, or information which is likely to disclose the identity, of an Eligible Whistleblower who has made a Qualifying Disclosure in accordance with the applicable requirements of the Act, unless the whistleblower consents to the disclosure of their identity.

If an Eligible Whistleblower does not consent to the disclosure of their identity, AusNet may still disclose information that does not include the discloser's identity or any other identifying information in connection with a Qualifying Disclosure, if such disclosure is reasonably necessary to investigate issues raised in the disclosure and reasonable steps are taken to reduce the risk of the discloser being identified.

As explained in section 3.5 above, the nature and extent of any investigation of allegations or issues raised in a Qualifying Disclosure may be limited to the extent that the whistleblower is not in a position to provide consent for the disclosure of their identity (whole or in part). AusNet may also disclose the identity of such a whistleblower without their consent for the purposes of obtaining legal advice or representation in relation to the whistleblower provisions of the Act or to a specified body such as the Australian Securities and Investments Commission or the Federal Police.⁵

Some of the steps that AusNet takes to reduce the risk of unauthorised disclosure include the use of secure digital filing systems and hotline services that enable anonymous reporting.

5.2 Protections against detriment

The Act protects an Eligible Whistleblower who makes a Qualifying Disclosure⁶ by:

- protecting the Eligible Whistleblower from being subject to any civil, criminal or administrative liability (including disciplinary action) for making the disclosure
- protecting the Eligible Whistleblower from enforcement or exercise of any contractual or other remedy or right on the basis of the disclosure
- preventing the use of the information disclosed from being used as evidence against the Eligible Whistleblower in criminal proceedings, or in proceedings for the imposition of a penalty, other than proceedings in respect of the falsity of the information
- giving the Eligible Whistleblower qualified privilege in respect of the information disclosed

⁴ Protections may also be available to a whistleblower making a qualifying disclosure under Part IVD of the *Tax Administration Act 1953* (Cth).

⁵ *Corporations Act*, section 1317AAE(2).

⁶ Part IVD of the *Tax Administration Act 1953* (Cth) provides similar protections for a qualifying disclosure made under that Act.

- preventing the termination of a contract to which the Eligible Whistleblower is a party, on the basis that the disclosure is a breach of that contract
- making it an offence for a person to engage in conduct that causes any detriment to the Eligible Whistleblower or another person, if that person does so because he or she believes or suspects that the Eligible Whistleblower or any other person made, may have made, proposes to make or could make a Qualifying Disclosure; and
- making it an offence for a person to threaten to cause detriment to the Eligible Whistleblower or another person and that person intends the Eligible Whistleblower to fear that the threat will be carried out.

AusNet will not tolerate any form of detriment (actual or threatened) directed towards an Eligible Whistleblower as a result of a Qualifying Disclosure (such as harassment, punishment, reprisal or other retaliatory conduct, or any of the behaviours that are inconsistent with the protections referred to in the preceding paragraph). Such conduct constitutes a breach of the AusNet Code of Conduct and may, depending on the nature and severity of the conduct, result in the immediate dismissal of those involved.

Our EAP is available to an Eligible Whistleblower who is a current employee or officer of AusNet. Further information about the EAP is currently available on the AusNet intranet (The Loop) [here](#). We may determine, at our discretion, including in response to a request from an Eligible Whistleblower, to assign a Wellbeing Officer from the People team or other appropriate business unit to provide support to the Whistleblower throughout an investigation or other designated period. The Wellbeing Officer will be independent of and will not be responsible for updating the Whistleblower on the progress or findings of, any investigation.

Compulsory training about this Policy, its importance and the whistleblower protection provisions of the Act is conducted periodically by AusNet on an organisation-wide basis to raise awareness, deepen understanding and reinforce the seriousness and import of the subject matter of this Policy and the furtherance of its objectives.

Periodic reviews of this Policy also have regard to observations and opportunities for improvement, with a continued focus on this Policy's effectiveness in providing a framework to enable Eligible Whistleblowers to make Qualifying Disclosures securely, safely and with confidence that they will be appropriately supported and protected.

It is important to note that it does not amount to detriment (and therefore it is not a contravention of the Act) for AusNet to take lawful administrative or management action in good faith, such as managing an Eligible Whistleblower's unsatisfactory work performance in accordance with any applicable policies, framework or approach.

5.3 Immunity from disciplinary action

Making a Qualifying Disclosure will not necessarily shield a whistleblower from the consequences of their involvement in any wrongdoing. A person's liability for their own conduct is not affected by their disclosure of that conduct (although in some circumstances, an admission of involvement in the Reportable Conduct may be a mitigating factor when considering disciplinary or other action).

A whistleblower may face disciplinary action if they make a disclosure, they know is false or without foundation (see section 6).

6. Compliance with this Policy

The Whistleblower Policy is not legally binding on AusNet, except to the extent to which the Policy restates a law that binds an AusNet Entity. Subject to any such law, this Policy may be altered, replaced or withdrawn at any time by an AusNet Entity in its sole discretion.

All AusNet employees and contractors are required to be familiar with, understand and comply with the Policy. If you do not act in accordance with this Policy e.g. by making a knowingly false or groundless disclosure, you may face disciplinary action. In serious cases, this may involve termination of your employment or engagement. If you break the law, you may also be personally liable.

The Policy does not modify any employment (or other) contract between you and AusNet. Except to the extent of any inconsistency with protections or rights afforded to you under the Act as a result of making a Qualifying Disclosure in accordance with this Policy, you must always comply with the terms and conditions of any employment (or other) contract between you and AusNet, and obligations or duties you may have at law, for example as an officer of an AusNet Entity.

If you are unsure how to apply this Policy or how it applies to your circumstances, please contact the AusNet Whistleblower hotline (section 3.5).

7. More information

7.1 Governance and reporting

Policy assurance may be conducted by Risk and/or Internal Audit.

The Policy will be reviewed from time to time. It may be altered, withdrawn or changed at any time by an AusNet Entity in its sole discretion.

7.2 Availability of this Policy

This Policy is available to all AusNet employees through the internal intranet site (The Loop), and to all staff, contractors and members of the public via the AusNet website [here](#).

7.3 Related policies

This Whistleblower Policy should be read in conjunction with all other applicable AusNet policies, including the:

- [Code of Conduct](#)
- [Anti-Bribery and Corruption Policy](#).

8. Document control

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9. Revision history

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