

HR-PP-0029

Whistle-Blower Policy

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1 POLICY STATEMENT

The Ausco Modular Group consists of Ausco Holdings Pty Limited and all other related entities of Ausco Holdings Pty Limited, including Ausco Modular Pty Limited and Portacom New Zealand Limited (Ausco Modular or the Group).

This Whistle-blower Policy (Policy) details the framework for receiving, investigating and addressing allegations of Reportable Conduct (see section called “Reportable Conduct”) where that Reportable Conduct concerns the activities of Ausco Modular or current and former directors, officers, agents, employees (whether fixed term, temporary or permanent) and contractors of the Group (Ausco Modular Personnel).

If this Policy differs from applicable law, Ausco Modular will apply whichever is more stringent.

2 PURPOSE

At Ausco Modular we are committed to doing business in the right way to maintain the trust and respect of our customers, our shareholders, other stakeholders and the broader community. In accordance with the Group’s [Code of Ethics](#), all Ausco Modular Personnel, and anyone carrying out work on behalf of Ausco Modular are required, to maintain the highest standards of business conduct and personal behaviour at all times, and to act safely, honestly, responsibly, lawfully and with integrity.

In support of this commitment, Ausco Modular seeks to foster a culture of ethical behaviour and good corporate governance. Ausco Modular will not tolerate any corrupt, illegal or other undesirable conduct by Ausco Modular Personnel or condone victimisation of an individual who intends to report or has reported such conduct as a Protected Disclosure (see section called “Protected Disclosures”) in accordance with this Policy. The Group supports the reporting of improper conduct.

This Policy is designed to promote open communication throughout the Group, develop practices that reduce the risk of Reportable Conduct within Ausco Modular, and safeguard the reputation, values and ethics of the Group.

The objectives of this Whistle-blower Policy are to:

- provide any person making an allegation of Reportable Conduct (Whistle-blower) with a clear framework within which to make that allegation as a Protected Disclosure;
- ensure any reports of Reportable Conduct are dealt with appropriately;
- provide Whistle-blowers with a clear understanding of how allegations will be handled;
- protect Whistle-blowers from victimisation and retaliation;
- support Whistle-blowers throughout the reporting process;
- afford natural justice and procedural fairness to anyone who is the subject of an allegation of Reportable Conduct.

To support its stated objectives, this Policy provides a framework for Whistle-blowers to make a Protected Disclosure by:

- a) providing reasonable protections for a Whistle-blower who, acting honestly with genuine or reasonable belief that the information in the allegation is true or likely to be true, raises concerns about Reportable Conduct; and
- b) ensuring allegations of Reportable Conduct are properly and lawfully investigated and addressed.

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3 PROTECTED DISCLOSURE

A **Protected Disclosure** is a report of Reportable Conduct made in accordance with this Policy. Nothing in this Policy is intended to abrogate or diminish any additional or alternative protections which may be available at law.

To be protected under this Policy, a Whistle-blower must:

- a) be acting honestly with genuine or reasonable belief that the information in the allegation is true or likely to be true;
- b) make the disclosure in accordance with this Policy; and
- c) not themselves have engaged in serious misconduct or illegal conduct in relation to the Reportable Conduct.

Ausco Modular promotes a culture that encourages the reporting of Reportable Conduct and where a Whistle-blower makes a Protected Disclosure, that person will be protected from disciplinary action, victimisation, retaliation or claims by Ausco Modular as a result of having made the report. The Whistle-blower must, at all times during the reporting process, continue to comply with this Policy.

In circumstances where, for any reason, the identity of the Whistle-blower is known outside of the investigation process, Ausco Modular will take reasonable steps to protect the Whistle-blower from retaliatory or discriminatory action where it has sufficient authority to do so. Ausco Modular has no power to offer any person immunity against prosecution in the criminal jurisdiction or from any civil action which may be brought against the Whistle-blower.

In some jurisdictions, in addition to the protections provided for under this Policy, a person making an allegation of Reportable Conduct may be protected by local law from civil and/or criminal proceedings, and, against retaliatory or discriminatory action as a result of having made an allegation protected by applicable local law. Whistle-blowers should be aware that, in some jurisdictions, making an allegation to a government authority without using Ausco Modular's internal procedure may result in the loss of whistle-blower protection available under this Policy.

4 REPORTABLE CONDUCT

This Policy supports the reporting of allegations of serious wrongdoing (Reportable Conduct) by Ausco Modular, Ausco Modular Personnel or the Group's independent auditors.

Reportable Conduct includes, but is not limited to the following:

- dishonest, corrupt or illegal activities;
- theft, fraud, money laundering or misappropriation;
- a serious breach of the Group's policies and procedures;
- anti-competitive practices or conflicts of interest;
- offering or accepting a bribe;
- use of Group funds or Group resources in a manner that falls within the scope of Reportable Conduct;
- damage to the environment;
- damage/sabotage, violence, drug & alcohol sale/use;

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- risks to the health and safety of workers;
- unethical conduct in breach of the Group Code of Ethics;
- bullying, discrimination, harassment (verbal, physical or sexual) or abuse;
- victimising someone for reporting Reportable Conduct;
- recrimination against someone because they participated in an investigation or review;
- any instruction to cover up or attempt to cover up serious wrongdoing.

This Policy extends to serious wrongdoing that occurs before or after the commencement of this Policy and is not limited to the above examples.

5 REPORTING AN ISSUE

A Protected Disclosure may be made using the reporting channels outlined below. The availability of each channel depends on whether the Whistle-blower is external or internal to Ausco Modular (see sections 5.1 and 5.2, respectively).

5.1 External Whistle-blowers

External Whistleblowers can contact the independent Whistle-blower Service to make a report (see section 5.4 below for more information).

5.2 Internal Whistle-blowers

Internal Whistleblowers may use any of the following channels of communication to make a report:

- a) verbally or in writing to their immediate manager, HR Business Partner or other management within their immediate working environment;
- b) verbally, by email or in writing to an Ausco Modular Ethics and Compliance Advisor – see the Annexure to this Policy for Ethics and Compliance Advisor contact information; or
- c) if for any reason the Whistle-blower does not feel they are able to use the internal channels, they may contact the independent Whistle-blower Service.

At any time, an employee who is unsure about whether to make a Protected Disclosure will be entitled to discuss the matter in confidence with their immediate manager, HR Business Partner, another manager or an Ethics and Compliance Advisor. In the event a Whistle-blower does not formally make a Protected Disclosure, Ausco Modular may nevertheless be compelled to act on the information provided if that information reasonably suggests Reportable Conduct has occurred or may occur.

Where the Whistle-blower believes Ausco Modular's internal processes are inappropriate because:

- a) the alleged Reportable Conduct involves the Ethics and Compliance Advisor or an executive officer of Ausco Modular; or
- b) the Whistle-blower considers the matter should not be referred to an Ethics and Compliance Advisor; then

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the Whistle-blower may make that report to the Algeco Group General Counsel or use the independent Whistle-blower Service.

5.3 Ausco Modular's Ethics and Compliance Advisor

The Ethics and Compliance Advisor is appointed by the Algeco Group General Counsel to:

- a) safeguard the interests of a Whistle-blower;
- b) assess the immediate welfare and protection needs of a Whistle-blower and, where the Whistle-blower is an employee, seek to foster a supportive work environment; and
- c) respond as appropriate and necessary to any concerns or reports of victimisation by a Whistle-blower.

Details of who the Ausco Modular Ethics and Compliance Advisor is and how to contact them is set out in the Annexure to this Policy.

If a complainant is uncertain how to contact the Ethics and Compliance Advisor, they may seek clarification from their manager, general manager or HR Business Partner, or consider using the independent Whistle-blower Service.

5.4 Independent Whistle-blower Service

If a Whistle-blower is not comfortable or able to report misconduct internally, they may make a report via Ausco Modular's external and independent Whistle-blowing service provider, EthicsPoint (Whistle-blower Service).

The independent Whistle-blower Service acts as the intermediary, providing the means for Whistle-blowers to retain anonymity, whilst enabling Ausco Modular to obtain further information if required. All reports received by the independent Whistle-blower Service are reported to the Ausco Modular Ethics and Compliance Advisor in accordance with this Policy. The independent Whistle-blower Service also enables the Whistle-blower to receive updates from Ausco Modular.

The independent Whistle-blower Service enables reports to be made anonymously and confidentially. Whilst Ausco Modular would prefer Whistle-blowers to disclose their identity in order to facilitate any investigation, Whistle-blowers are not required to identify themselves and will not be named in any report to Ausco Modular unless they have consented to their identity being disclosed.

The Whistle-blower Service reporting options include:

Website:	https://algeco.ethicspoint.com
Available:	24/7
Telephone:	1800 139 957
Available	during 9am and 5pm business days (AEST)

Online reports can be made via the website address listed above.

In the event a report received by the Whistle-blower Service relates to an Ethics and Compliance Advisor, the Whistle-blower Service will exclude the relevant Ethics and Compliance Advisor from all communications when reporting that report to Ausco Modular for investigation and the Whistle-blower Service will refer the report directly to the Algeco Group General Counsel who shall act, or shall appoint a proxy to act, as the alternative Ethics and Compliance Advisor in this instance.

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The Whistle-blower Service remains the independent intermediary at all times and will only communicate with Ausco Modular's Ethics and Compliance Advisor, or the Algeco Group General Counsel where applicable.

5.5 Consequences of making a false report

Anyone who knowingly makes a false report of Reportable Conduct, or who otherwise fails to act honestly with reasonable belief in respect of the report may be subject to disciplinary action, including dismissal in the case of employees.

The disciplinary action or sanction will depend on the severity, nature and circumstance of the false report.

6 CONFIDENTIALITY AND PRIVACY

Ausco Modular will make all reasonable efforts to ensure the identity of a Whistle-blower remains confidential throughout the investigation process. Ausco Modular will not disclose a Whistle-blower's identity unless:

- the Whistle-blower consents to the disclosure of their identity;
- disclosure of the Whistle-blower's identity is compelled by law;
- disclosure is necessary to prevent a serious threat to any person's health or safety; or
- it is necessary to protect or enforce the Group's legal rights or interests or to defend any claims.

Whistle-blowers can report anonymously. Any supervisor, manager or HR Business Partner who receives a Whistle-blower report must not disclose that report to anyone other than the Ethics and Compliance Advisor or the Algeco Group General Counsel. Unauthorised disclosure of the Whistle-blower's identity or information from which the identity of the Whistle-blower could be inferred will be regarded as a disciplinary matter and will be dealt with in accordance with the Group's disciplinary procedures.

Where a Protected Disclosure is made anonymously through the independent Whistle-blower Service, Ausco Modular will use reasonable efforts to ensure the process of investigating the report does not lead to the Whistle-blower being identified.

A Whistle-blower must always keep all information relating to any allegation confidential, both during any investigation process and following any resolution of an allegation.

7 INVESTIGATION

A Whistle-blower's report may only be investigated and acted upon following referral to the Ethics and Compliance Advisor or Algeco Group General Counsel (if applicable). Any other person (such as a supervisor, manager or HR Business Partner) who receives a report of Reportable Conduct must immediately refer it to the Ethics and Compliance Advisor, take no further action and keep the report confidential.

Once received, all allegations of Reportable Conduct pursuant to this Policy must be referred to the Ethics and Compliance Advisor and include, at a minimum, the following details:

- the date the Whistle-blower made the report;
- the date and substance of the Reportable Conduct;

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- the identity and level of seniority of the alleged wrongdoer;
- the level of risk associated with the alleged wrongdoing.

All Protected Disclosures will ultimately be reported to the Algeco Legal and Risk Department at least on a quarterly basis, either as part of the Whistle-blower Register, or as standalone agenda items in circumstances where the Ethics and Compliance Advisor determines this is warranted or necessary.

The Group General Counsel may report Protected Disclosures to the Algeco Executive Committee, the Group Advisory Committee, the Audit Committee and Board of Directors as deemed appropriate.

The Ethics and Compliance Advisor (or the Algeco Group General Counsel if applicable) will determine whether sufficient information exists to allow the report(s) to be investigated, whether an investigation is required, and, if so, determine the appropriate investigation process, including:

- the nature and scope of the investigation;
- who will conduct the investigation and whether that person should be external to Ausco Modular;
- the nature of any technical, financial or legal advice that may be required;
- a timeframe for the investigation (having regard to the allocated level of risk).

The Whistle-blower will, if Ausco Modular deems it appropriate and permissible to do so, be informed on a continuing basis as to the nature and progress of the investigation.

Ausco Modular may be required to refer an allegation of Reportable Conduct to the Police or other agency (e.g. the Australian Securities and Investments Commission (ASIC)). In such circumstances, Ausco Modular may not be able to keep a Whistle-blower informed on the progress of a Protected Disclosure.

7.1 Investigation Findings

Ausco Modular will apply principles of procedural fairness and natural justice in accordance with Ausco Modular's [Employee Grievance Resolution Policy](#) to the conduct of any investigation and resultant findings arising under this Policy.

For all allegations of Reportable Conduct, the Algeco Group General Counsel will determine the appropriate investigators. The person leading any investigation will report their findings to the Ethics and Compliance Advisor (or directly to the Algeco Group General Counsel if the Ethics and Compliance Advisor has been circumvented due to a conflict as contemplated by this Policy) and advise the recommended course of action (if any) that Ausco Modular should take in response to the findings. Such action may include a disciplinary process or another form of escalation of the report within or outside of the Group.

The Ethics and Compliance Advisor and the Algeco Group General Counsel will determine the action (if any) to be taken. If appropriate, and subject to any applicable confidentiality, privacy or legal constraints, the Ethics and Compliance Advisor may notify the Whistle-blower of the conclusion of the investigation and the action taken.

7.2 Review of Investigation Findings

If any Whistle-blower is dissatisfied with the manner in which their concern has been handled, they should write to the Audit Committee Chairman at Algeco Group, 12 Berkley Street, London W1J 8DT, United Kingdom.

7.3 Record Keeping and Accountability

Ausco Modular's General Manager, Human Resources is the officer responsible for:

- a) establishing and maintaining the Whistle-blower Service;
- b) communicating this Policy and the Whistle-blower Service details to Ausco Modular Personnel; and
- c) otherwise ensuring maintenance and adherence to this Policy.

Ausco Modular will establish and maintain a record of all reports of Reportable Conduct received, the investigation process undertaken, and any actions taken to resolve the matter (Whistle-blower Register).

The Ethics and Compliance Advisor will:

- a) coordinate and support the impartial investigation of Protected Disclosures;
- b) submit the Whistle-blower Register to the Algeco Legal and Risk Department on a quarterly basis, which provides statistics of:
 - the number of reports received, per quarter;
 - for each report, the type of misconduct alleged, the level of seniority of the alleged wrongdoer and the level of perceived risk;
 - for each report, the time taken to investigate it;
 - the conclusion of each investigation (upholding or dismissing the report) and the nature of the action taken (such as disciplinary action).

The Algeco Audit Committee shall periodically review the Whistle-blower Register to ensure that proper processes are being followed.

8 PROTECTION FROM VICTIMISATION

Ausco Modular is committed to ensuring that any person who reports Reportable Conduct, acts as a witness or participates in any way with respect to a report of Reportable Conduct is not subject to any acts of retribution, retaliation or victimisation (Victimisation).

Ausco Modular will thoroughly investigate reports of Victimisation. If proven, those who have victimised a person may be subject to management action (including disciplinary action or dismissal).

9 SUPPORT

The Ethics and Compliance Advisor can initiate or coordinate support for employees who have or are in the process of making a report. As a first step, Ausco Modular Personnel can contact Ausco Modular's [Employee Assistance Program](#) on 1300 687 327.

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10 POLICY REVIEW AND AMENDMENT

The General Manager, Human Resources at Ausco Modular will monitor and annually review the effectiveness of this Policy.

This Policy can only be amended with the approval of the General Manager, Human Resources at Ausco Modular and they may amend or revise this Policy from time to time at their discretion.

Any amendments to this Policy shall be effected by the posting of an updated version of the document on Ausco Modular's website at <https://ausco.com.au/terms-conditions>

11 DOCUMENT CONTROL HISTORY

Version	Date	Comments	Prepared by	Checked by	Approved by
0	27 August 2018	Update & re-issue	Sue Meek	Sue Meek	Jo Mugglestone
0.1	20 September 2019	Update & re-issue	Sue Meek	Sue Meek	Jo Mugglestone
0.2	20 December 2019	Update & re-issue	Sue Meek	Adrian Moffatt	Jo Mugglestone

Annexure – Contact Details

Ausco Modular’s Ethics and Compliance Advisor

Jo Mugglestone - General Manager, Human Resources, Ausco Modular

- via email at jo.mugglestone@ausco.com.au;
- by telephone on +61 (0)7 3864 7863
- in person at 44 Formation St, Wacol Qld; or
- via post to the attention of “Ethics and Compliance Advisor” at c/- Ausco Modular Pty Limited, 44 Formation St, Wacol Qld 4076.

Contact Details for Algeco Group General Counsel

James O'Malley – Group General Counsel, Algeco

- via email at James.O'Malley@algeco.com;
- by telephone on +44 203 961 0905; or
- via post c/- Algeco Group, 12 Berkley Street, London W1J 8DT, United Kingdom

Independent Whistle-blower Service Details (EthicsPoint)

The Whistle-blower Service reporting options include:

- website: www.algeco.ethicspoint.com
- telephone: 1800 139 957
- Online reports can be made via the website address listed above.