

Business Integrity Policy

Level: Board
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Approved by: Board

POLICY The Company is committed to providing avenues for all its officers, employees, contractors, suppliers and consultants to report dishonest, corrupt and illegal practices and all behaviour which is contrary to Downer's values and policies.

PURPOSE The Company bases this Policy on its organisational values and aspires to create and maintain an environment in which all officers, employees, contractors, suppliers and consultants feel free to raise concerns about conduct which may be unethical, unlawful or against the values of the Company, as set out in the Company's Standard of Business Conduct.

SCOPE The Company, including all contractors, suppliers and consultants who provide services to the Company.

1.0 DEFINITIONS

1.1 **Board** means the Board of Directors of Downer EDI Limited (ACN 003 872 848).

Standard of Business Conduct means the Company's code of conduct and as amended from time to time.

Company refers to Downer EDI Limited (ACN 003 872 848), its subsidiary companies, operating divisions and business units.

Director means any person who is appointed to the Board and includes alternate directors.

Policy means this Business Integrity Policy.

Reportable Conduct has the meaning given to it in section 4.1.

Reporting Person means any person (including an officer, employee, contractor, supplier or consultant of the Company) who, whether anonymously or not, makes, attempts to make or wishes to make a report in connection with any Reportable Conduct.

WPO means a person appointed by the Company as the whistle blower protection officer to protect and safeguard the interests of a Reporting Person under this Policy.

WIO means a person appointed by the Company as the whistle blower investigation officer to conduct investigations into a report received from a Reporting Person.

2.0 WHY DOES THE COMPANY HAVE THIS POLICY?

2.1 The Company wants to ensure that its officers, employees, contractors, suppliers and consultants can report Reportable Conduct in good faith knowing that they will be protected if they disclose their identity.

By providing effective avenues for reports to be made, every officer, employee, contractor, supplier and consultant is able to voice serious concerns about conduct which they suspect to be illegal, fraudulent, corrupt or improper on a confidential basis and without fear of reprisal, dismissal or discriminatory treatment.

This Policy supports other policies of the Company, including the Standards of Business Conduct.

3.0 WHO DOES THIS POLICY APPLY TO?

3.1 This Policy applies to all officers and employees of the Company.

It also applies to all contractors, suppliers and consultants who provide services to the Company.

4.0 WHAT SHOULD BE REPORTED UNDER THIS POLICY?

All dishonest, corrupt and illegal actions or practices, behaviour which is contrary to the Standards of Business Conduct and conduct which does not meet the Company's values is **Reportable Conduct** and should be reported.

Reportable Conduct includes:

- a) dishonest, fraudulent, corrupt or unlawful conduct or practices, including theft, drug use or sale, violence or threatened violence and criminal damage against property;
- b) the harassment of, intimidation of or bullying of any person;
- c) misleading or deceptive conduct including practices or representations which amount to improper or misleading accounting or financial reporting practices;
- d) conduct or any proposed conduct which may breach the provisions of any competition or corporations law in any jurisdiction in which the Company operates;
- e) a breach or alleged breach of the Company's values or Standard of Business Conduct;
- f) conduct within the Company's control which may present a significant environmental hazard or a breach or potential breach of environmental laws;
- g) conduct which may increase the risk of injury to any person or persons or a threat to their health, which has been reported to management but not acted upon;
- h) any action taken against a person who has made a report under this Policy in good faith; and
- i) any other conduct or act which may be damaging to the Company's reputation or which may be against its interests.

5.0 HOW IS A REPORT TO BE MADE?

5.1 Internal reporting

A report can be made either by making an internal report to a person's:

- a) supervisor or manager;
- b) local human resources team; or
- c) the WPO.

The first contact should be made with the person's direct manager or supervisor or with the manager of the business unit. If this is not appropriate then a local human resources advisor or manager may be approached for initial advice as to whether the conduct might constitute Reportable Conduct.

5.2 External reporting

If a person is unable to make an internal report, or in circumstances where that person has made an internal report and believes that appropriate action was not taken, that person may contact the Our Voice service.

Our Voice is an external, independent service which allows people to report Reportable Conduct. All reports made to Our Voice may be made on an anonymous basis.

Our Voice can be contacted by:

- a) calling the Our Voice hotline:
 - 1800 448 041 (free call from within Australia)
 - 0800 404 509 (free call from within New Zealand)
 - 800 6167 042 (free call from within Singapore)
- b) going online <https://www.ourvoice.deloittedigital.com>
- c) sending an email to ourvoice@deloittedigital.com
- d) sending a letter:

Our Voice	Our Voice
Reply Paid 12628	PO Box 912028
A'Beckett Street	Victoria Street
MELBOURNE VIC 8006	West Auckland 1142

- e) sending a fax from anywhere in the world to +61 3 9691 8182.

Calls to the Our Voice hotline may be made at any time, 24 hours a day, 7 days a week and can be made from any country in which the Company operates. Calls are not recorded or traced.

The Our Voice operators taking the call are independent of the Company and are trained to assist Reporting Persons with their questions and reports.

A confidential reference number will be supplied by the Our Voice operator to the Reporting Person, to be used whenever the Reporting Person wishes to provide further information or request feedback on the report.

The Our Voice operator will prepare a report which will detail the Reportable Conduct reported and forward the report to the WPO for action.

All reports under this Policy will be treated seriously and will be investigated appropriately.

5.3 Reasonable grounds

A Reporting Person should have reasonable grounds for believing that Reportable Conduct has occurred or is about to occur.

6.0 WHAT HAPPENS AFTER A REPORT IS MADE?

6.1 Notifying the WPO of the report

If a report is made internally to a supervisor or manager or a local human resources team, the person to whom the report is made should notify the WPO about the report.

If a report is made to Our Voice, the report will be provided to the WPO.

6.2 Assigning a WIO to investigate the report

Once the WPO receives the report, the WPO will, if satisfied that *prima facie* the report contains details of Reportable Conduct, assign the report to the relevant WIO. The WIO will be a person who is independent of the area of the business being investigated.

6.3 The WIO investigates the report

Once the WIO receives the report from the WPO, the WIO reviews the report and conduct an investigation.

An investigation by the WIO will usually involve the WIO talking to the person who has made the report (or their representative) about the report.

The WIO can also speak with any other employee or officer of the Company in the course of the WIO's investigation. The WIO can also obtain and review any Company materials (including documents and other records) the WIO thinks will be relevant to the WIO's investigation.

The WIO will take into account all information that is or may be relevant to the report.

6.4 The WIO makes a finding

Once the WIO has completed the investigation, the WIO will make a finding about the report including that:

- a) there is none or insufficient evidence of Reportable Conduct; or
- b) there is none or insufficient evidence of Reportable Conduct but process, system or control issues require attention; or
- c) there is evidence of Reportable Conduct.

7.0 WHAT HAPPENS TO THE FINDING?

7.1 The WIO will report their findings to the WPO.

The WPO will notify the appropriate officers of the finding and together with the appropriate officers, will determine the appropriate response.

7.2 The outcome of all investigations and the responses to the reports will be reported to the Board on a quarterly basis every year.

7.3 Where appropriate, the WPO or Our Voice will advise the Reporting Person about the response. Where an internal report has been made through a person other than the Reporting Person, that person will also be advised about the response.

8.0 ARE REPORTS TREATED CONFIDENTIALLY?

8.1 All reports are treated as confidentially as they can be. All information is shared only on a need-to-know basis. A person who makes a report in good faith will receive protection.

A certain level of disclosure is normally needed to conduct an investigation and to follow the principles of natural justice. For example, a person who is the subject of a report needs to be told there is a complaint against them and given a chance to defend the complaint.

The Company will only disclose the identity of a Reporting Person where there is a requirement under law or to prevent a serious threat to health or safety. In such circumstances the Reporting Person will be advised to seek legal advice.

9.0 HOW ARE REPORTING PERSONS PROTECTED?

9.1 Where a report is made in good faith and the Reporting Person is not involved in the Reportable Conduct being reported, then the Company will ensure that no adverse action is taken against the Reporting Person including being dismissed, demoted, subjected to any form of harassment, discrimination or victimisation. Anonymity will be maintained wherever possible.

If any action of this kind taken by a person against the Reporting Person or his or her family, the Reporting Person should report the conduct immediately to the WPO.

A Reporting Person may ask the WPO to arrange for relocation or leave of absence while the report is being investigated. In these circumstances, the anonymity of the Reporting Person may be difficult to maintain but the WPO will take reasonable steps to ensure that it is preserved as far as practicable.

Any person who is found to have dismissed, demoted, harassed, discriminated or victimised a Reporting Person will be subject to appropriate disciplinary action, including dismissal.

If a Reporting Person is found not to have acted in good faith, or has made malicious allegations without basis, then the Reporting Person may be subject to disciplinary action, including dismissal.

The Company may be unable to protect Reporting Persons from criminal prosecution.

10.0 ARE REPORTS KEPT?

10.1 All information, documents, records and reports relating to the investigation of Reportable Conduct will be kept confidential and will be securely stored.

11.0 WHO IS THE WPO?

11.1 The WPO is the Company Secretary of Downer EDI Limited.

The WPO is responsible for receiving reports, and for allocating the reports to the appropriate WIO for investigation.

The WPO has access to independent financial, legal and operational advice as needed.

12.0 WHO IS THE WIO?

12.1 The WIO must be a person who is independent of the area of the business being investigated and is appointed by the WPO.

The WIOs are responsible for investigating reports and determining whether there is enough evidence to support the claims made in the report.

13.0 REVIEW OF THIS POLICY

13.1 The Board will review this Policy on a regular basis (but at least once every two years) to ensure it is in line with legislative and regulatory requirements and leading practice.