

Whistleblower Policy

A Transurban Group policy



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1. Purpose

The purpose of the Whistleblower Policy (the “**Policy**”) is to:

- encourage people to freely raise concerns if they believe that they have witnessed, or have knowledge of, Reportable Conduct.
- describe the support and legal protections available and ways in which Disclosers can confidently report any Reportable Conduct or suspected Reportable Conduct without fear of intimidation, disadvantage or reprisal;
- help deter wrongdoing, in line with Transurban’s risk management framework;
- support Transurban’s values, Code of Conduct, Anti-Bribery, Corruption and Fraud Policy and Conflicts Management Policy;
- support the internal governance framework of Transurban; and
- outline how Transurban will respond to and investigate reports of Reportable Conduct or suspected Reportable Conduct.

The Policy reflects Transurban’s commitment to supporting and encouraging any member of the Transurban Workforce who may have witnessed, or know about any Reportable Conduct or suspected Reportable Conduct, to report it. This includes providing support that complies with the applicable laws and practices relating to whistleblowers and Reportable Conduct, including with the *Corporations Act 2001* (Cth).

2. Scope

For the purposes of this Policy, “**Transurban**” or “**Transurban Group**” means (a) Transurban Holdings Limited, Transurban International Limited, Transurban Holding Trust and their controlled entities, and (b) WCX AHT Pty Ltd (as trustee of the WCX Asset Trust) and WCX PHT Pty Ltd (as trustee for the WCX Project Hold Trust and their controlled entities).

This Policy applies to all Australian Disclosers in relation to each entity within the Transurban Group. It replaces all previous versions. US and Canadian Personnel should also refer to the Whistleblower Policy applicable in their jurisdiction. If in doubt whether or not this policy applies to a disclosure, please contact the General Manager Risk and Compliance.

3. Related documents

Policy	Code of Conduct (“Code of Conduct”) Anti-Bribery, Corruption and Fraud Policy Conflicts Management Policy Equity in the Workplace Policy
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	Political Contributions Policy Procurement Policy Supplier Sustainability - Code of Practice Employee Handbook (US)
Procedure	Anti-Bribery, Corruption and Fraud Procedure Conflicts Management Procedure Equity in the Workplace and Complaints Procedure Performance Improvement and Misconduct Procedure Political Contributions Procedure

4. Policy statement

4.1 Transurban’s commitment

Transurban is committed to a strong culture of corporate compliance and ethical behaviour.

Transurban has **zero tolerance** for wilful breaches of its Code of Conduct (including privacy, ethical business practices, Fraud, Corruption and Bribery). The Transurban Workforce is expected to conduct itself in a manner consistent with the Code of Conduct.

Transurban has **zero tolerance** for intentional material breaches (through action, unconscious action or inaction) of regulatory, or legislative requirements or material non-compliance with concession deeds which threatens our licence to operate.

Transurban **strongly encourages** anyone who has witnessed, or knows about, any Reportable Conduct or suspected Reportable Conduct, to report this immediately. Transurban, or its delegate, will investigate all reports and will deal with such reports seriously.

Transurban will not tolerate a Discloser being discouraged from making a report under this Policy or any form of detriment being directed against a Discloser in accordance with this Policy.

4.2 Benefits and importance

An effective Whistleblowing program can result in:

- more effective compliance with relevant laws;
- a healthier and safer work environment;
- more effective management;
- improved morale;
- the creation and protection of security holder’s interests; and
- an enhanced perception and reality that Transurban takes its governance obligations seriously.

4.3 Reports under this Policy

4.3.1 Reportable Conduct

This Policy covers reports of Reportable Conduct by a Discloser to a recipient named in section 5. Reports of this nature may also qualify for legal protections described in this Policy, including in section 6.

A Discloser must have reasonable grounds to suspect the information they are reporting is true, but they will not be penalised if the information turns out to be incorrect. Disclosers must not however, make a report that they know is not true or is misleading. If a Discloser knowingly makes a false report, this will be considered a serious matter and may result in disciplinary action.

4.3.2 Personal Work-Related Grievances

Personal Work-Related Grievances are generally not Reportable Conduct and, accordingly, are not covered under this Policy. However, such a grievance, including a complaint of sexual harassment, can be reported through Transurban's external independent whistleblowing service, "Fair Call", (see section 5.3.1 below). Such grievances will be referred to People and Culture in accordance with the Equity in the Workplace Policy and Equity in the Workplace and Complaints Procedure, as appropriate. Anyone who raises such a grievance will be protected from any detriment, disadvantage or victimisation as a result of them raising the grievance. Reports can be made anonymously; however this may impact Transurban's ability to investigate the matters reported.

Alternatively, and depending on the nature of the grievance, it may be reportable through other avenues as set out in the Equity in the Workplace Complaints Procedure. "Personal Work-Related Grievances" means a grievance about any matter in relation to the Discloser's employment, or former employment, having (or tending to have) implications for the Discloser personally. This includes:

- an interpersonal conflict between the Discloser and another employee;
- a decision relating to the engagement, transfer or promotion of the Discloser;
- a decision relating to the terms and conditions of engagement of the Discloser; and
- a decision to suspend or terminate the engagement of the Discloser, or otherwise to discipline the Discloser.

However, a personal work-related grievance may be reported under this Policy and will qualify for legal protection if it:

- relates to detriment, or threat of detriment, to a Discloser because they have made, may have made, or propose to make a report under this Policy;
- has significant implications for any Transurban entity;

- concerns conduct, or alleged conduct, in contravention of certain laws, or that constitutes an offence punishable by 12 months or more imprisonment under any Commonwealth law; or
- concerns conduct or alleged conduct that represents a danger to the public or financial system.

5. Reporting process

5.1 Reporting

All Disclosers are strongly encouraged to report any Reportable Conduct or suspected Reportable Conduct using the reporting mechanisms set out in this section. Disclosers are expected to come forward with information even if it is not asked for.

Reports of actual or suspected Reportable Conduct may be made anonymously and will still qualify for legal protections, however reporting anonymously may limit Transurban's ability to address the matter reported and provide the Discloser with support and protection from detriment. If a Discloser provides their identity when making their report, their identity will be treated sensitively and confidentially as described in section 5.6.

When making a report under this Policy, Disclosers are encouraged to provide as much information as possible, including details of the Reportable Conduct, people involved, dates, locations and any evidence that may exist, including supporting documentation (if any).

If a people leader who is not an eligible recipient is approached with a concern, the people leader should refer the Discloser to one of the roles mentioned in section 5.2 or 5.3 or listed in Attachment 1. This is so that the Discloser may qualify for protections available under the Corporations Act. Transurban will treat all disclosures of Reportable Conduct made under the Policy in the same way, regardless of whether the matter qualifies for protection under the law.

5.2 Reporting matters internally

Members of Transurban's Workforce may report any matters of concern to their Group Executive or a direct report of a Group Executive (such as a General Manager). Where this is not appropriate or possible, or where the Workforce member does not feel comfortable raising the matter with their Group Executive or a Group Executive's direct report, they can report it to

- the Group Executive, People and Culture; or
- the Fraud and Corruption Control Officer (FCCO), via fcco@transurban.com or 0427 183 189. .

Reports may be made in person or by telephone, email or letter.

5.3 Reporting matters externally

5.3.1 External Whistleblowing Hotline Service for Disclosers

A Discloser may make a report to Transurban's external independent whistleblowing service

"Fair Call" using any of the following methods:

- From within Australia—calling the hotline number **1800 500 965**
- From within the United States of America calling the number **1866 807 4210** (English/Spanish)
- From within Canada calling the number **1888 450 5824** (English/French) or **1866 888 3323** (English/Spanish)
- visiting online <https://www.kpmgfaircall.kpmg.com.au/Transurban> or
- by post to **The Fair Call Manager, PO Box H67 Australia Square, Sydney NSW 1213.**

An external report may be made anonymously, if desired, using any of these methods. However this may impact Transurban's ability to investigate the matters reported.

Calls will be received by the KPMG Fair Call service on recognised business days between 7.00am and 5.00pm (AEST). Outside these times, a Discloser may leave a voicemail or choose to have their call received by an alternate KPMG office. If a voicemail is left with sufficient details, KPMG Australia will return the call upon resumption of the hotline's normal business hours as set out above. Calls are not recorded. The operators taking the call on this hotline are not associated with Transurban. They are trained and experienced specialists dedicated to dealing with Disclosers and their concerns. Disclosers will be provided with a confidential reference number by the Fair Call operator.

The Fair Call operator will record the report made by the Discloser. All Fair Call reports will be forwarded to the FCCO for action and/or referral to the Whistleblower Investigation Officer. Reports will not be forwarded to anyone who is known to be the subject of or implicated in the report.

5.3.2 Reporting to eligible recipients

There are additional people who are considered 'eligible recipients' under the law for the purposes of a Discloser reporting Reportable Conduct. Qualifying reports made to such recipients will still qualify for legal protections.

Attachment 1 contains more information on who is an eligible recipient under the law.

5.4 Whistleblower Protection Officer

Transurban may appoint an appropriately qualified and independent senior staff member to act as Whistleblower Protection Officer ("WPO") to provide support for a Discloser. A person who is known to be the subject of or implicated in a report made under this Policy will not be appointed as a WPO for that Discloser.

The WPO is responsible for providing support to, and protecting Disclosers from being victimised or otherwise suffering detriment as a result of reporting.

5.5 Whistleblower Investigation Officer

Making a report under this Policy does not guarantee that the disclosure will be formally investigated, but all reports will be assessed and considered and a decision as to whether they should be formally investigated or internally resolved made. Transurban's response to a report will vary depending on the nature of the disclosure and the amount of information provided.

Where a report of Reportable Conduct proceeds to formal investigation, the Whistleblower Investigation Officer ("WIO") (or their delegate) is responsible for investigating the substance of the report to determine whether there is evidence in support of the conduct raised or, alternatively, to refute the report made. A person who is known to be the subject of or implicated in a report made under this Policy will not be appointed as WIO for that Discloser.

The WIO and the WPO will not be the same person.

In most instances, when dealing with a report under this Policy, the WIO will initially be the FCCO. Depending on the nature of the conduct the FCCO may appoint another party such as a People and Culture representative or an external adviser to support the WIO or carry out the investigation on the WIO's behalf.

5.6 Confidentiality and anonymity

A Discloser may report anonymously. However, it may be difficult for Transurban to properly investigate or take other action to address all the matters disclosed in anonymous reports.

Where a Discloser provides their identity when making a report of Reportable Conduct, it will be treated confidentially. Information about a Discloser's identity may only be disclosed in the following circumstances:

- Where the information is disclosed to ASIC, APRA or the Australian Federal Police;
- Where the information is disclosed to a legal practitioner for the purpose of obtaining legal advice in relation to the operation of applicable whistleblowing protection laws; or
- Where the Discloser consents.

In circumstances where the Discloser has not consented to the disclosure of their identity, and the matter is referred for investigation, the investigator will not be permitted to disclose the Discloser's identity and will take all reasonable steps to reduce the risk that the Discloser will be identified as a result of the investigation.

Measures that Transurban may adopt to protect a Discloser's identity may include some or all of the following, as appropriate in the circumstances:

- using a pseudonym in place of their name;
- if they choose to remain anonymous, communicating with them through the anonymous avenues such as the Fair Call service;
- redacting personal details or references to the Discloser from communications;
- referring to the Discloser in a gender-neutral context;
- where possible, consulting with the Discloser to help identify the aspects of their disclosure that could inadvertently identify them;
- storing or transmitting paper and electronic documents and other materials relating to the disclosure securely;
- limiting access to all information relating to a disclosure to those directly involved in managing and investigating the report;
- only disclosing the Discloser's identity, or information that is likely to lead to their identification, to those who are directly involved in handling and investigating the disclosure; and
- reminding those involved in handling and investigating a disclosure about the confidentiality requirements, including the consequences of an unauthorised disclosure.

5.7 Feedback to the Discloser

If appropriate, Disclosers will be told how Transurban has decided to respond to their disclosure, including whether a formal investigation will be conducted. Communication, if it occurs, may not be immediate as an initial investigation may be required. However, it may not always be appropriate to provide Disclosers with this information, and may not be possible unless contact details are provided when a report is made.

Transurban will endeavour to keep the Discloser properly informed of the outcome of any investigation, subject to considerations of due process and privacy of those against whom allegations have been made and the customary confidentiality practices of Transurban.

If the Discloser is not a Transurban employee then the same feedback procedures will apply once the Discloser has agreed in writing to maintain confidentiality in relation to any information provided regarding their report.

5.8 Investigation

Any investigation will be undertaken in accordance with the investigation procedures specified in the Anti-Bribery, Corruption and Fraud Policy and Procedure, and internal grievances processes.

5.9 Action resulting from investigation

It is the obligation of the WIO, following completion of their investigation, to:

- Verify that all Reportable Conduct is dealt with appropriately, and
- Report systemic or recurring Reportable Conduct to those with sufficient authority to correct it.

The WIO will be responsible for determining the correct investigation outcome and appropriate actions to be taken.

An investigation can result in three outcomes:

1. Reportable Conduct proven

Where Reportable Conduct is proven:

- Transurban's policies will determine what action will be undertaken, and
- disciplinary action may be taken in accordance with the *Performance Improvement and Misconduct Procedure*.

2. Reportable Conduct not fully proven and there is some doubt

Where an investigation into Reportable Conduct is inconclusive:

- further ongoing observation or investigation may be required
- a report will be prepared by the WIO and Transurban may decide upon further steps, and
- the report will be maintained by the FCCO and People and Culture.

3. Reportable Conduct is not proven

Where an investigation into Reportable Conduct is not proven all information and records will be kept confidential by the FCCO and the People and Culture team.

6. Support and protections available to disclosers and persons implicated

6.1 Immunity from disciplinary action

Transurban will not take action against a Discloser, including disciplinary actions under applicable disciplinary procedures as a result of receiving a report of Reportable Conduct from the Discloser, provided that the Discloser has not themselves engaged in or supported, either by action or inaction, serious misconduct or illegal conduct.

6.2 Protection given to Disclosers

Transurban is committed to endeavouring to protect:

- the identity of a Discloser who wishes to remain anonymous (where permitted by law), and
- a Discloser from any detriment, disadvantage or victimisation resulting from a report made in accordance with this Policy, (including threats to cause any detriment, disadvantage or victimisation) such as:
 - disciplinary action or sanctions;
 - dismissal (or rejection during probation or termination of contract);
 - demotion or adverse change in work duties or employment amenities;
 - current or future bias, or damage to career prospects or reputation; and
 - any form of harassment, bullying or discriminatory conduct.

Any instance of a member of Transurban's Workforce threatening or subjecting a Discloser to any detriment, disadvantage or victimisation because it is believed that the Discloser has made, may have made, proposes to make or could make a report under this Policy, will be regarded as a breach of this Policy.

Protection from detriment and confidentiality are legal protections for qualifying disclosures. Additional legal protections may also be available, which include but are not limited to:

- compensation for loss, damage or injury suffered as a result of detrimental conduct;
- an injunction to prevent, stop or remedy the effects of the detrimental conduct;
- an order requiring an apology for engaging in the detrimental conduct;
- if the detrimental conduct wholly or partly resulted in the termination of an employee's employment, reinstatement of their position;
- exemplary damages; and
- any other order the court thinks appropriate.

Disclosers are also protected from civil, criminal or administrative liability for making the disclosure.

6.3 Support for Disclosers

Support will be provided for Disclosers which may include one or more of the following:

- connecting the Discloser with access to the Employee Assistance Program (**EAP**) (if they are an officer or employee)
- appointing an independent support person from the People and Culture team to deal with any ongoing

concerns they may have (if they are an officer or employee);

- monitoring and managing the behaviour of other employees or contingent workers;
- relocating the Discloser or other member of the Workforce where possible and practical (which may include the people alleged to have been involved in a report) to a different division, group or office;
- offering the Discloser, where possible and practicable, an absence or flexible workplace arrangements while a matter is investigated; and
- connecting the Discloser with third party support providers such as Lifeline (**13 11 14**) and Beyond Blue (**1300 22 4636**). Use of these support services by a Discloser may require the Discloser to consent to disclosure of their identity or information that is likely to lead to the discovery of their identity.

Where this Policy cannot be applied, Transurban may consider how to offer other practicable means of support.

6.4 Support and Fair Treatment for Persons Implicated in a Report

Transurban will endeavour to provide fair treatment to all members of the Workforce who are mentioned in a report, including those who are known to be the subject of or implicated in a report.

No action will be taken against a member of the Workforce who are implicated in a report under this Policy until an investigation has determined whether any allegations against them are substantiated. However, an employee or officer who is implicated may be temporarily stood down on full pay whilst an investigation is in process, or may be temporarily transferred to another office, department or workplace, if appropriate in the circumstances. Any such stand-down or temporary transfer may only continue for the duration of the investigation. If the investigation determines that the allegations are not substantiated, the employee or officer will be immediately reinstated to full duties.

Any disclosures that implicate a member of the Workforce must be kept confidential, even if the Discloser has consented to the disclosure of their identity, and should only be disclosed to those persons who have a need to know the information for the proper performance of their functions under this Policy, or for the proper investigation of the report. Anyone who is implicated in a disclosure has a right to be informed of the allegations against them and must be given an opportunity to respond to those allegations and provide additional information, if relevant, in the course of an investigation into those allegations (subject to the Discloser's right to anonymity).

Support available for persons implicated in a report under this Policy includes:

- connecting the person with access to the Employee Assistance Program (**EAP**);
- - appointing an independent support person from the People and Culture team to deal with any ongoing concerns they may have; and
- connecting the person with third party support providers such as Lifeline (**13 11 14**) and Beyond Blue (**1300 22 4636**).

7. Breach of this Policy

A breach of this Policy is regarded as a serious disciplinary matter and will be dealt with in accordance with the Code of Conduct, other relevant policies and the *Performance Improvement and Misconduct Procedure*.

8. Maintenance of this Policy

8.1 Education and training

Transurban's officers, employees and contingent workers (including new officers and employees) will be informed about and understand this Policy. Each officer, employee and contingent worker will receive a copy of this Policy and be provided with training about the policy and their rights and obligations under it.

Additional training may be provided periodically to those with whistleblowing responsibilities, such as eligible recipients, to enable them to provide guidance to other Transurban Workforce members.

This Policy will be made available to officers, employees and contingent workers of all Transurban entities by making it accessible from the Transurban intranet home page and on request. It is also available via the Transurban website.

8.2 Review and reporting

Transurban will review the effectiveness of this Policy (and associated procedures) annually or, if necessary, following the management of a report of Reportable Conduct where it becomes apparent that the receipt, management and investigation of processes as documented could be further improved.

The FCCO will report periodically on the operation of this Policy to the Audit and Risk Committee. Any material incidents reported under this Policy will be reported to the Audit and Risk Committee.

9. Definitions / glossary

Term / acronym	Description
Bribery	Bribery means knowingly giving or receiving, or agreeing to give or receive, an undue reward, whether financial or non-financial, to influence the behaviour of someone in government or business to obtain commercial advantage. A bribe does not have to be actually given—the intent to give a bribe is sufficient to be deemed a bribe.
Corruption	Corruption is a form of dishonest or unethical conduct by a person entrusted with a position of authority, often to acquire personal benefit.
Discloser	A “Discloser” can be any current or former: <ul style="list-style-type: none"> • officer (including a director), employee, contingent worker (i.e. contractor), or volunteer of Transurban; • consultant or supplier of goods or services (including sub-contractors and their employees) to Transurban, whether paid or unpaid; • individual who is an associate of Transurban; and • relatives, dependents, spouses or dependents of a spouse of any of the above, who makes, attempts to make, or intends to make, a disclosure of Reportable Conduct in accordance with this Policy.
Fraud	Dishonest activity causing actual or potential financial loss to any person or organisation including theft of money or other property by employees or persons external to Transurban.
Personal Work Related Grievance	Has the meaning as given in section 4.3.
Reportable Conduct	Reportable Conduct means any suspected or actual misconduct or improper state of affairs or circumstances in relation to Transurban or an employee or officer of Transurban. It includes a breach of law or information that indicates a danger to the public or to the financial system. Reportable Conduct may not always relate to a breach of law. Examples of Reportable Conduct may include: <ul style="list-style-type: none"> • any conduct that may cause Transurban financial or non-financial loss or be otherwise detrimental to Transurban’s interests or damaging to Transurban’s reputation; • unlawful or unsafe conduct, including not complying with legislation, regulation, codes, guidelines and other regulatory instruments; • conduct that is in breach of the <i>Transurban Code of Conduct</i>, any wasteful conduct or any other Transurban policy; • conduct that falls below established standards or practice; • unethical or improper conduct, including dishonesty, Fraud, Corruption or Bribery; • conduct that is in breach of confidentiality obligations; • suppression or concealment of any information; • gross mismanagement or repeated instances of breach of administrative procedures; • any other misconduct or improper state of affairs or circumstances; However, Reportable Conduct generally does not include Personal Work-Related Grievances unless an exception applies.
Workforce	“Workforce” includes: <ul style="list-style-type: none"> • all officers (including directors), employees, contingent workers and volunteers of Transurban; • consultants or suppliers of goods or services to Transurban (including their employees); or • third parties including intermediaries and associates.

Attachment 1

Under Australian law, including the Corporations Act 2001 (Cth), legal protections for whistleblowing reports are available to Disclosers. Disclosers are encouraged to make a report to persons named in section 5.2 and 5.3 of the Policy, but the law offers the same protections if a disclosure is made as set out below.

Information reported or disclosed	Recipient of disclosed information
<ul style="list-style-type: none"> Information about misconduct, or an improper state of affairs or circumstances in relation to Transurban or a related body corporate. Information that Transurban or a related body corporate, or any officer or employee of Transurban or a related body corporate, has engaged in conduct that: <ul style="list-style-type: none"> contravenes or constitutes an offence against certain legislation (e.g. the Corporations Act 2001 (Cth)); represents a danger to the public or the financial system; or constitutes an offence against any law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more. <p>Note that “personal work-related grievances” (as referred to in the Policy) are not generally protected disclosures under the law.</p>	<ul style="list-style-type: none"> A person authorised by Transurban to receive protected disclosures – i.e. recipients identified in sections 5.2 and 5.3 of the Policy. An officer or senior manager of Transurban or of a related body corporate. An auditor, or a member of an audit team conducting an audit, of Transurban or of a related body corporate. An actuary of Transurban or of a related body corporate. ASIC, APRA or another Commonwealth body prescribed by regulation. A legal practitioner for the purposes of obtaining legal advice or legal representation (even if the legal practitioner concludes the disclosure does not relate to a disclosable matter). Journalists or parliamentarians, under certain circumstances allowing emergency and public interest disclosures. It is important for Disclosers to understand the criteria for making a public interest or emergency disclosure before doing so.
<p>Tax-related disclosable matters</p> <p>Information about misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of the Transurban or an associate, which the employee considers may assist the recipient to perform functions or duties in relation to the tax affairs of Transurban or an associate</p>	<p>Recipients for any tax-related disclosable matters</p> <ul style="list-style-type: none"> A person authorised by Transurban to receive reports of tax-related disclosable matters – i.e. recipients identified in sections 5.2 and 5.3 of the Policy; An auditor, or a member of an audit team conducting an audit, of Transurban; A registered tax agent or BAS agent who provides tax services or BAS services to Transurban; A director, secretary or senior manager of Transurban; An employee or officer of Transurban who has functions or duties that relate to the tax affairs of Transurban; or A legal practitioner for the purpose of obtaining legal advice or legal representation.
<p>Further tax-related information</p> <p>Information that may assist the Commissioner of Taxation to perform his or her functions or duties under a taxation law in relation to Transurban or an associate</p>	<p>Recipients for any further tax-related information</p> <ul style="list-style-type: none"> Commissioner of Taxation; or A legal practitioner for the purpose of obtaining legal advice or legal representation.

Please contact the Head of Compliance and Privacy or the Legal team or FCCO if you would like more information about the protections available under the law.