



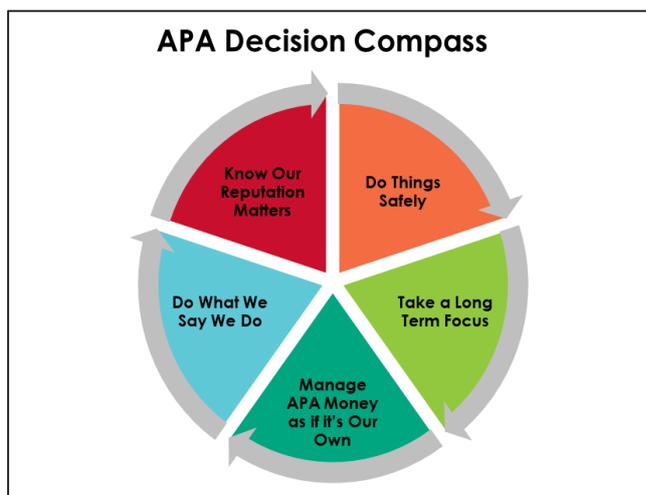
29/11/2019

Whistleblower Policy

1 Purpose

This Whistleblower Policy (**Policy**) is one of a number of policies and codes implemented to foster a culture of compliance and responsible, ethical decision-making within APA Group (**APA**). APA encourages an environment in which matters of concern and suspected wrongdoings within APA which constitute Reportable Conduct are reported, and to protect the person disclosing such conduct against reprisals, discrimination, harassment, victimisation or future bias towards their career for speaking up.

2 Decision Compass



Effective application of the Whistleblower Policy is key to ensuring we protect our Values and Code of Conduct. This includes reporting of any behaviour that may be dishonest, fraudulent or unethical.

The Policy supports decision making as part of the APA Decision Compass under the segments “**Do What We Say We Do**” and “**Know our Reputation matters**”.

3 Scope

This Policy applies to everyone working for, and with, APA including our directors and officers, employees and contract staff, consultants, suppliers and contractors or a relative, dependant or spouse of any of these individuals, who want to report a concern or issue about the behaviour of APA or its people.

This Policy is made available via APA's intranet site and external website.

4 Objectives

The objectives of this Policy are to:

- Provide a safe and protected environment to escalate and disclose potential matters of concern and suspected wrongdoing.
- Contribute to a healthy culture by maintaining avenues to confidentially raise concerns.

5 Definitions

Key definitions are listed below:

Eligible Recipient: at APA means any member of the Executive, the Disclosure Officer (being Head of Group Risk & Compliance) and the Disclosure Service Provider.



Protection: the exercise of reasonable precautions and due diligence to avoid detrimental conduct towards a whistleblower.

Reportable Conduct: any suspected or actual misconduct or an improper state of affairs or circumstances in relation to APA. This includes conduct that is:

- a) Dishonest.
- b) Fraudulent.
- c) Corrupt.
- d) In breach of Commonwealth or state legislation or regulations, or local authority by-laws (e.g. Corporations Act, ASIC Act, Competition & Consumer Law Act or Income Tax Assessment Act).
- e) A failure to comply with any obligation of APA under the Listing Rules of the Australian Securities Exchange.
- f) Unethical (either representing a breach of APA's Code of Conduct, other internal policies or generally).
- g) Serious improper conduct.
- h) An unsafe work practice which involves substantial risk to health and safety of employees or the public.
- i) Gross mismanagement.
- j) Repeated instances of breach of administrative procedures.
- k) Any other conduct which may cause financial or non-financial loss to APA or be otherwise detrimental to the reputation or interests of APA.
- l) Conduct which may indicate modern slavery practices occurring in APA's supply chain.
- m) Any deliberate concealment of any of the conduct referred to above.

Whistleblower includes any of the following persons (former or current) who have reported Reportable Conduct:

- Employees and officers.
- Contractors, suppliers and their employees.
- Individuals who are associates (as defined in the Corporations Act) of APA.
- Spouses and relatives of any of the above categories of person.

A contractor or supplier includes a member of staff from a supplier or contractor who supplies goods or services, whether paid or unpaid.

6 Key principles

Key principles supporting an effective whistleblower environment to foster a culture of compliance and responsible, ethical decision-making are to:

- Encourage the reporting of any Reportable Conduct including matters that may cause financial or non-financial loss to APA, or damage APA's reputation. A personal work-related grievance which concerns employment, or former employment will not be regarded as Reportable Conduct.



- Provide for the appropriate infrastructure for dealing with reports of Reportable Conduct as set out in APA's 'Making a Report' flowchart attached at Attachment 1.
- Provide for an independent disclosure service.
- Respect and protect whistleblower confidentiality.
- Enable APA to effectively deal with reports in a way that will protect the identity of the person speaking up and provide for secure storage of the information provided.
- Ensure the fair treatment of employees of APA who are mentioned in disclosures that qualify for protection.
- Support whistleblowers and apply protections to protect them against reprisals or suffering detriment or disadvantage from making disclosures under this Policy.

Further information about the protections available to eligible whistleblowers under Australian law are set out in the attached Whistleblower Information Sheet.

7 Key requirements

The following key requirements or management measures are in place:

- Maintenance of an externally managed disclosure service (*Disclosure Service Provider*) as an independent, impartial and confidential means of reporting.

Whistleblower Line details:

Name: STOPLine

Phone: 1300 304 550

Email: apa@stopline.com.au

Online: apa.stoplinereport.com

Post: c/o The Stopline

Locked Bag 8, Hawthorn, Victoria 3122

All whistleblower reports will be investigated to the extent possible, whether received through internal channels or via the Disclosure Service Provider. The investigation will be coordinated by the Disclosure Officer (being APA's Head of Group Risk and Compliance) and will be conducted in a manner that is confidential, fair and objective.

- Reports of Reportable Conduct are encouraged to be made to an Eligible Recipient, being an APA Executive, the Disclosure Officer or the Disclosure Service Provider as this will help ensure the whistleblower is afforded the required protections.
- Where someone other than an Eligible Recipient receives a report of Reportable Conduct, that person should encourage the whistleblower to make the report directly to an Eligible Recipient. If the whistleblower does not wish to do so, the person receiving the report must pass on the report to an Eligible Recipient. The person must also ensure the confidentiality of the whistleblower report is protected and the whistleblower is not subjected to reprisals or suffers detriment or disadvantage as a result of the disclosure.



- Personal work related grievances (relating to personal employment matters) are to be dealt with under APA's Grievance Policy. However, if the grievance is of a systemic nature or indicates a breach of law, the report is to be treated as Reportable Conduct and to be dealt with under the Whistleblower Policy.
- Processes to apply protection are in place so that a person will not be disadvantaged or subject to detrimental conduct, reprisal or retaliation by reason solely of their having made a report. The person must have reasonable grounds to suspect misconduct has occurred.
- Regular communication with the whistleblower and other relevant parties to ensure they are kept informed. Where the whistleblower has identified themselves, the whistleblower will be kept informed about the outcome of the investigation. If they have chosen to remain anonymous, they may receive updates as practical through the Disclosure Service Provider or through the Disclosure Officer.
- The Disclosure Officer will coordinate the provision of a report from the Disclosure Service Provider to each quarterly meeting of the Audit and Risk Management Committee advising whether any report of Reportable Conduct has been received and summarising activities undertaken with respect to any such report in accordance with this Policy.

8 Key responsibilities

Position	Responsibility
Audit and Risk Management Committee (ARMC)	The ARMC oversees the operation of the whistleblower program, receives quarterly reports, determines actions arising from investigations and approves the Whistleblower Policy.
Disclosure Service Provider (DSP)	The DSP is a specialist organisation independent of APA with staff trained in receiving, investigating and reporting on reports from whistleblowers. It provides reports to the Disclosure Officer.
Disclosure Officer	Coordinates the investigation for all whistleblower reports, (whether received through internal channels or via the DSP) and reports to the ARMC.
Executive Team	Refers any whistleblower reports to the Disclosure Officer for investigation and are responsible for ensuring whistleblower protections are adhered to.
Personnel	All personnel are responsible for ensuring they are aware of APA's Whistleblower Policy so they can: <ul style="list-style-type: none"> • make a disclosure in connection with Reportable Conduct and/or • refer any report of Reportable Conduct to an Eligible Recipient.



9 Non-compliance with this Policy

Incidents of wilful non-compliance will be investigated and may result in disciplinary action, which could include termination of employment.

10 Related policies/ procedures/ forms

- Code of Conduct (our code)
- Conflicts of Interest & Related Party Transactions Policy
- Diversity & Inclusion Policy (Including EEO)
- Grievance Policy
- Disciplinary Action Policy
- Privacy Policy
- Fraud Prevention Policy
- Delegation of Authority Policy & Table of Delegated Limits of Authority
- Risk Management Policy
- Group Compliance Policy
- AFSL Policy

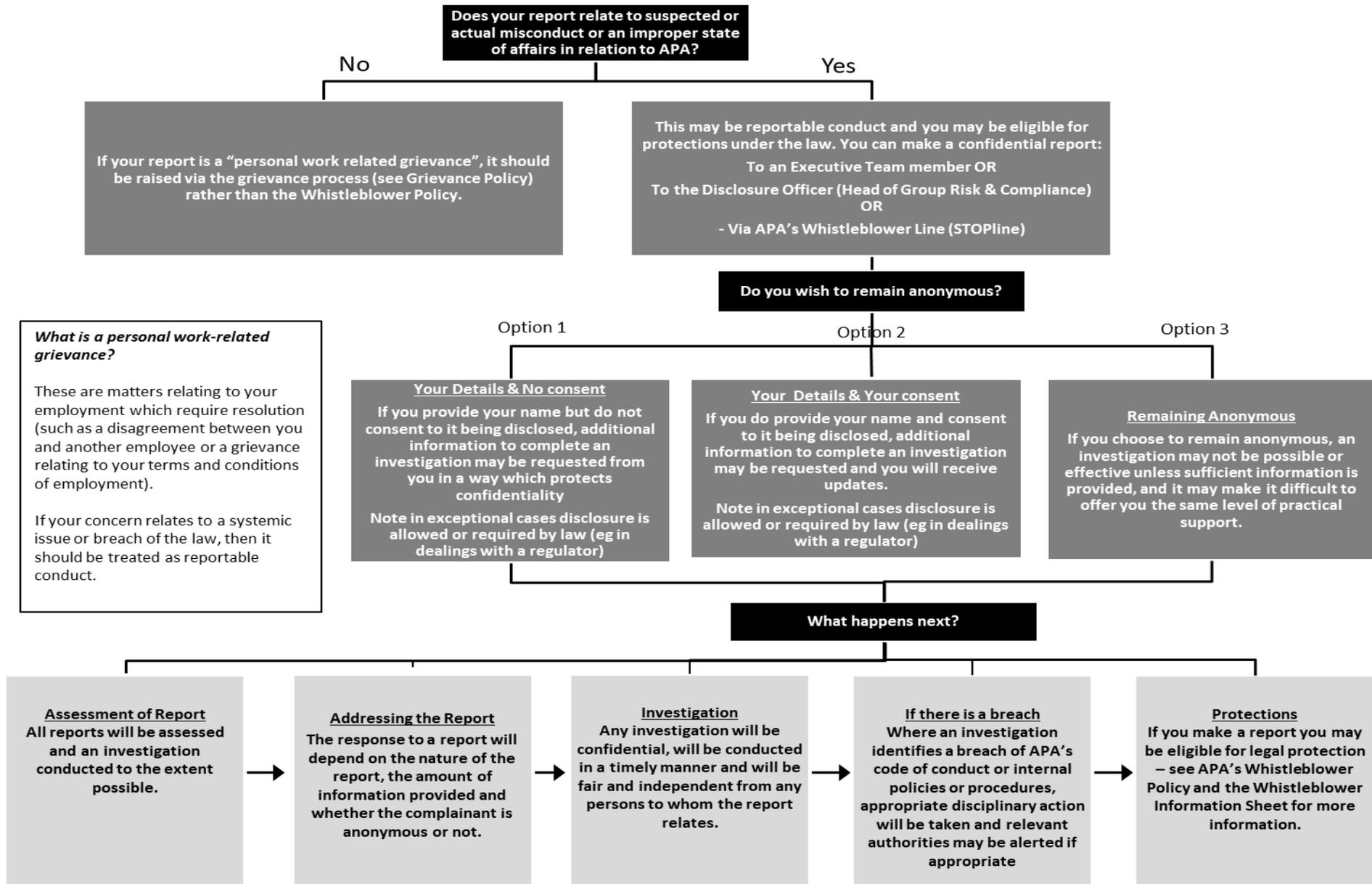
11 Policy attachments

Attachment 1: Making a report flowchart

Attachment 2: Whistleblower Information Sheet: Protections under Australian law



Attachment 1: Making a report flowchart





Attachment 2: Whistleblower Information Sheet

Protections provided by Australian law

1 Additional legislative protections

APA encourages matters of concern and suspected wrongdoings to be reported under APA's Whistleblower Policy. However, the law offers protections in other cases (for example, you can report potential misconduct to people other than the persons listed in the Whistleblower Policy). If you make a "protected disclosure" under the law that does not comply with the suggested processes in the Whistleblower Policy, you will still be entitled to the legal protections however when the process set out at Attachment 1 is followed APA is better able to ensure appropriate investigation and protection.

2 Protected disclosures

Certain information that is disclosed to certain people or organisations is protected by law. It should be noted that any disclosures apply to APA or any of its related parties.

Some examples of this information and recipients are outlined in the following table.

Information reported or disclosed	Examples	Recipient of disclosed information
Information about actual or suspected misconduct, or an improper state of affairs or circumstances in relation to APA or a related body corporate.	<p>Suspected dishonest dealing with suppliers</p> <p>Suspected fraud</p> <p>Suspected misconduct that is potentially damaging to the environment or raises significant safety concerns</p> <p>Willful breaching of APA's internal policies or APA's Code of Conduct (our code)</p> <p>Conduct which is potentially damaging to an APA employee or contractor</p>	<p>A person authorised by APA to receive protected disclosures under the Policy:</p> <ul style="list-style-type: none"> • An Executive Team member • APA's Disclosure Officer • APA's Disclosure Service Provider (ie. The external Whistleblower hotline) <p>An internal or external auditor, or a member of an audit team conducting an audit, of APA or a related body corporate</p> <p>ASIC</p>
Information that APA or any officer or employee of APA has engaged in conduct that contravenes or constitutes an offence against certain legislation.	<p>Suspected systemic issues or poor conduct relating to APA's accounting practices</p> <p>Suspected unapproved disclosure of personal information relating to our customers, employees or contractors</p> <p>Suspected breach of APA's safety policies</p>	<p>A legal practitioner for the purpose of obtaining legal advice or legal representation</p>



Information reported or disclosed	Examples	Recipient of disclosed information
	Suspected improper share dealings	
Information that APA or any officer or employee of APA engaged in conduct which represents a danger to the public.	Potential significant health and safety issues which have not been escalated or reported as part of normal safety management	
Information that APA or any officer or employee of APA engaged in conduct that constitutes an offence under any law of the Commonwealth punishable by imprisonment for a period of 12 months or more.	Potential breach of safety or environment laws that has not been reported elsewhere	
Information about misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of APA or an associate, which the employee considers may assist the recipient to perform functions or duties in relation to the tax affairs of APA or an associate.	Undisclosed errors in APA's tax calculations	<p>A person authorised by APA to receive reports of tax-related disclosable matters.</p> <p>An auditor, or a member of an audit team conducting an audit, of APA.</p> <p>A registered tax agent or specialist third party who provides tax services to APA.</p> <p>A director, company secretary or member of the Executive.</p> <p>An employee or officer of APA who has functions or duties that relate to the tax affairs of APA.</p> <p>A legal practitioner for the purpose of obtaining legal advice or legal representation.</p>
Information that may assist the Commissioner of Taxation to perform his or her functions or duties under a taxation law in relation to APA.	<p>Undisclosed errors in APA's tax calculations</p> <p>Highly unusual or non-complaint tax practices</p>	<p>Commissioner of Taxation.</p> <p>A legal practitioner for the purpose of obtaining legal advice or legal representation.</p>

The law also protects certain disclosures made in “emergency” and “public interest” situations, in which case disclosures can be made to additional recipients (such as members of Parliament or journalists), by following a special process under law. Please contact the General Counsel if you would like more information about emergency and public interest disclosures.

3 Personal work-related grievances

Legal protection for disclosures about solely employment related matters are only available under the law in limited circumstances. This includes where the grievance relates to detriment to you because you have or may be considering reporting matters of concern or suspected misconduct.

Under the law, a grievance is **not** a “personal work related grievance” if it:

- Has significant implications for APA under the law that does not relate to the discloser.
- Concerns conduct, or alleged conduct, in contravention of specified corporate and financial services laws, or that constitutes an offence punishable by 12 months or more imprisonment under any other Commonwealth laws.
- Concerns conduct that represents a danger to the public.
- Concerns conduct prescribed by regulations.

4 Specific protections and remedies

Additional legislative protections may also be available including:

- 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.
- Any other order the court thinks appropriate.

The law also states that if you make a protected disclosure:

- In some circumstances (e.g. if the disclosure has been made to a regulator) the information you provide is not admissible in evidence against you (other than proceedings in respect of the falsity of the information) you are not subject to any civil, criminal or administrative liability for making the disclosure.
- No contractual or other remedy may be enforced or exercised against on you the basis of the disclosure.