

WHISTLEBLOWING POLICY

1. CONTEXT

In Australia, the *Corporations Act 2001* (Cth) (**Corporations Act**) and the *Taxation Administration Act 1953* (Cth) (**Tax Administration Act**) provide for protection of whistleblowers (**Whistleblower Regime**). Disclosures made on or after 1 July 2019 in accordance with the requirements of the Whistleblower Regime are called "protected disclosures".

This Policy applies to Mitsubishi Development Pty Ltd (**MDP**).¹ It has been created to establish how MDP will deal with protected disclosures in accordance with the Whistleblower Regime.

Please note that if the matter to be disclosed is specifically addressed in MDP's Workplace Behaviour Policy (e.g. an incident involving sexual harassment or bullying), employees should follow the reporting and other procedures set out in that policy.

2. PURPOSE

At MDP, we conduct business with integrity and fairness ("Shoji Komei"). We are committed to fostering a culture that encourages and supports the ability for people to speak up about matters that concern them as soon as possible. MDP takes all concerns raised seriously and relies on people to raise their concerns so that each can be dealt with by MDP.

This purpose of this Policy is to:

- (a) promote a culture of ethical behaviour and accountability within MDP, and prevent and address wrongdoing when it occurs;
- (b) support eligible whistleblowers so that they know how to report a concern of suspected wrongdoing and feel safe when doing so; and
- (c) explain how MDP will deal with disclosures it receives.

3. SCOPE

This Policy applies to eligible whistleblowers of MDP who make a "protected disclosure" under the Whistleblower Regime.

¹ For the purposes of this Policy, any reference to MDP also includes its related bodies corporate.

A person can make a "protected disclosure" under the Whistleblower Regime if:

- (a) they are an 'eligible whistleblower'; and
- (b) the disclosure made is about a disclosable matter; and
- (c) the disclosure is made to a person who is eligible to receive a protected disclosure.

These requirements are explained in the below table.

<p>(a) An "eligible whistleblower"</p>	<p>An "eligible whistleblower" is a person who is, or has previously been:</p> <ul style="list-style-type: none"> A. an officer of MDP; B. an employee of MDP; C. a person who supplies goods or services to MDP, and employees of those suppliers; D. an individual associate of MDP; E. either: <ul style="list-style-type: none"> I. in relation to the Corporations Act, a relative, dependant, or spouse of a dependant of any of the above individuals; or II. in relation to the Tax Administration Act, a spouse, child, dependant, or spouse of a dependent of any of the above individuals.
<p>(b) A disclosure about a "disclosable matter"</p>	<p>Only disclosures of certain types of information will qualify for protection under the Whistleblower Regime.</p> <p><i>What is a "disclosable matter" under the Corporations Act?</i></p> <p>Information is a "disclosable matter" under the Corporations Act if the eligible whistleblower has reasonable grounds to suspect that the information disclosed:</p> <ul style="list-style-type: none"> A. concerns "misconduct or an improper state of affairs or circumstances" in relation to MDP. Misconduct includes fraud, negligence, default, breach of trust and breach of duty. Conduct

does not necessarily need to be "unlawful" to fall within the scope of "misconduct or an improper state of affairs or circumstances", and may include:

- I. systemic improper conduct within MDP that is causing, or may cause, harm;
 - II. conduct that indicates a significant risk to public safety or the financial system;
 - III. conduct that is not in the interests of the public; and
 - IV. unsafe work practices and other significant safety concerns; or
- B. indicates that MDP or any employee or officer of MDP has engaged in conduct that:
- I. constitutes a contravention of specific legislation, including the Corporations Act and the *Corporations Regulations 2001* (Cth);² or
 - II. constitutes an offence against any other Commonwealth law that is punishable by at least 12 months' imprisonment; or
 - III. represents a danger to the public or the financial system.

An example of where there are not "reasonable grounds" to suspect alleged wrongdoing is where a person makes a deliberately false report.

What types of matters do not qualify for legal protection under the Corporations Act?

Except in certain circumstances, a personal work-related grievance (for example a disclosure about an interpersonal conflict or a disciplinary decision) will not be protected.

A personal work-related grievance **will** be protected if:

- A. the grievance also concerns allegations of victimisation; or

² This is not a complete list.

	<p>B. the grievance:</p> <ol style="list-style-type: none"> I. constitutes a contravention of specific legislation, including the Corporations Act and the <i>Corporations Regulations 2001</i> (Cth);³ II. constitutes an offence against any other Commonwealth law that is punishable by at least 12 months' imprisonment; or III. represents a danger to the public or the financial system; or <p>C. the grievance also has significant implications for MDP that do not relate to the eligible whistleblower.</p> <p>Disclosures related to an excluded personal work-related grievance will be subject to MDP internal regulation.</p> <p><i>What is a "disclosable matter" under the Tax Administration Act?</i></p> <p>Information is a "disclosable matter" under the Tax Administration Act if:</p> <ol style="list-style-type: none"> A. the eligible whistleblower has reasonable grounds to suspect that the information concerns misconduct or an improper state of affairs or circumstances in relation to the tax affairs of MDP or an associate of MDP; and B. the eligible whistleblower considers that the information may assist the eligible recipient to perform their functions or duties in relation to the tax affairs of MDP or an associate of MDP.
<p>(c) You must make the disclosure to someone authorised to receive a protected disclosure</p>	<p><i>Reporting within MDP</i></p> <p>The MDP Legal and Compliance Division has been appointed as the main recipient for MDP for the purposes of receiving protected disclosures under the Corporations Act and the Tax Administration Act. The MDP Legal and Compliance Division can be contacted on:</p> <p style="text-align: center;">Email: whistleblower@mdp.com.au</p>

³ This is not a complete list.

The above special-purpose email account has been created for the objective of receiving information on a matter, and the email address is accessed by the MDP Legal and Compliance Division, which, at the time of publishing this Policy, consists of:

- A. Head;
- B. Senior Legal Counsel;
- C. Senior Manager;
- D. Paralegal.

MDP encourages all eligible whistleblowers to contact a member of the MDP Legal and Compliance Division in the first instance when raising a concern under this Policy.

If an eligible whistleblower feels uncomfortable reporting a matter to the MDP Legal and Compliance Division, protected disclosures can be made to MDP through one of the following contacts:

<i>Corporations Act disclosures</i>	<i>Tax-related disclosures</i>
An officer of MDP and its related bodies corporate. This includes: <ul style="list-style-type: none"> • a director or a secretary of MDP; • a Vice President within MDP. 	A director or secretary of MDP.
MDP's auditor, or a member of an audit team conducting an audit.	
An actuary of MDP	Any other employee or officer of MDP who has functions or duties that relate to the tax affairs of MDP.
	A registered tax agent or BAS agent who provides tax agent services or BAS services to MDP.

Reporting outside of MDP

MDP takes all protected disclosures seriously and will not tolerate any behaviour which constitutes misconduct or an improper state of affairs or circumstances in relation to MDP. MDP accordingly encourages all eligible whistleblowers to raise their concerns directly with an eligible recipient of MDP as outlined above. This enables MDP to address any wrongdoing as early as possible.

An eligible whistleblower may also make a protected disclosure to:

- A. the Australian Securities and Investments Commission (**ASIC**), the Australian Prudential Regulation Authority (**APRA**) or a prescribed Commonwealth authority. ASIC and APRA have issued information sheets or guides on whistleblowers' rights and protections, which are linked in Section 7;
- B. an Australian legal practitioner in order to obtain legal advice or legal representation in relation to the Whistleblower Regime;
- C. in limited circumstances, a journalist or member of Parliament. This would need to meet the strict criteria set out under the Corporations Act. We recommend that you contact the Senior Legal Counsel, MDP Legal and Compliance Division if you wish to obtain further information regarding the strict criteria for making a protected disclosure to a journalist or member of Parliament.

If the protected disclosure relates to the tax affairs of MDP, then an eligible whistleblower may make a protected disclosure to:

- A. an Australian legal practitioner in order to obtain legal advice or legal representation in relation to the Whistleblower Regime;
 - B. in certain circumstances, the Commissioner of Taxation. The ATO has issued a guidance note on tax whistleblowers, which is linked in
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	Section 7, if you wish to obtain further information regarding this.
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4. **PROCEDURE**

4.1 **How may disclosures be made?**

Disclosures may be made in any form, for example in writing via email, in person or by telephone. However, to ensure confidentiality, eligible whistleblowers are encouraged to email a password protected written report identifying any concerns and, if desired, their personal contact details. Disclosures can be made at any time of day (including outside of business hours).

An eligible whistleblower may make a protected disclosure on an anonymous basis. However, MDP wishes for a whistleblower to feel comfortable raising any concerns openly, as anonymous disclosures may not be dealt with as effectively as direct reports to an eligible recipient within MDP. MDP also confirms that all whistleblowers who disclose their identity while making a protected disclosure will be afforded confidentiality protections in respect to their identity as outlined in the next Section.

4.2 **How MDP will handle and investigate disclosures**

MDP takes all protected disclosures seriously and, where appropriate, will investigate protected disclosures that are reported to an eligible recipient within MDP. All investigations into protected disclosures will be conducted fairly, without any bias or prejudice against either the whistleblower or any other person allegedly involved in the matter. This is to ensure the fair treatment of any individuals named in the protected disclosure or to whom the protected disclosure relates.

MDP will need to make preliminary enquiries to:

- (a) assess whether the disclosure falls within the scope of the Whistleblower Regime; and
- (b) determine how best to progress the issues raised in the disclosure, including whether or not a full investigation will be necessary and possible.

If an investigation is necessary and possible then, depending on the nature of the disclosable matter, a protected disclosure will be either:

- (a) investigated internally (by management, internal audit, or the Human Resources Department); or

(b) referred to the appropriate external person for investigation.

The referral of a protected disclosure for investigation will be done in accordance with the confidentiality obligations that MDP owes to the whistleblower. If compliance with MDP's confidentiality obligations will prevent it from conducting a fair investigation, MDP will discuss this with the whistleblower before progressing the matter.

It is important to understand that MDP may not be able to commence or progress with an investigation into a protected disclosure in some circumstances, for example because:

- (a) the whistleblower made the disclosure anonymously and did not provide any contact details for MDP to obtain further information from the whistleblower;
- (b) MDP is unable to proceed with the investigation without disclosing the whistleblower's identity, but the whistleblower does not provide consent to such disclosure.

MDP will aim to keep the whistleblower informed of the progress of the investigation and its expected timescale. However, confidentiality concerns, if any, may prevent MDP from providing specific details of the investigation or any disciplinary action taken as a result. All MDP personnel will treat any information about the investigation as confidential.

No action will be taken against any individual implicated in a protected disclosure until an investigation has determined whether any allegations against them are substantiated. However, if appropriate, an implicated employee or officer may be temporarily stood down on full pay pending the outcome of the investigation.

Any individual implicated in a protected disclosure will be given notice of any formal investigation to be conducted. Where appropriate, the individual will be advised of the findings of the investigation and following an assessment of all the available information, informed of the outcome of the investigation in writing.

4.3 Support for whistleblowers

By this Policy, MDP is committed to ensuring all whistleblowers feel supported and able to raise issues which relate to any misconduct or improper state of affairs or circumstances within MDP. MDP is also committed to safeguarding the confidentiality of a whistleblower's identity and protecting whistleblowers from detrimental acts or omissions. In handling protected disclosures, MDP will conduct itself with integrity and fairness ("Shoji Komei").

Where a protected disclosure is made, MDP will reiterate the requirements of this Policy and the Whistleblower Regime with any person concerned in the investigation of the disclosure.

MDP will not tolerate any reprisals or threats of reprisals made against whistleblowers and will take appropriate steps to protect whistleblowers from such retaliation, consistent with the provisions of Section 4.1 of this Policy.

As stated in Section 4.2, MDP will conduct investigations into protected disclosures in a manner which is fair in all of the circumstances and will have regard to the protections afforded to the whistleblower and the privacy and fair treatment of persons referred to in the disclosure, including those to whom the disclosure relates.

MDP will determine whether any disciplinary outcomes or other remedies are appropriate after an investigation into a protected disclosure is completed.

Employees and their immediate family members who would like additional support are encouraged to contact MDP's Employee Assistance Program, LifeWorks, for complimentary and confidential counselling services. LifeWorks can be contacted on 1300 361 008. Please note that this service is not to be used for reporting a disclosure under this Policy. All disclosures should be reported via the procedure set out in Sections 3 and 4.

5. PROTECTIONS FOR WHISTLEBLOWERS

5.1 Legal protections under the whistleblower regime

If a person has made a protected disclosure under the Whistleblower Regime, the following legal protections will apply to them.

<p>(a) Confidentiality regarding identity</p>	<p>The Whistleblower Regime sets strict confidentiality obligations regarding the identity information of persons making a protected disclosure.</p> <p>It is unlawful for MDP to disclose the identity or information that may lead to the identification of a whistleblower (Confidential Identity Information) unless MDP is authorised to do so under the Whistleblower Regime.</p> <p>There are limited circumstances in which MDP is authorised to disclose Confidential Identity Information, including:</p> <ul style="list-style-type: none"> • if the disclosure is made with the whistleblower's consent; and
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	<ul style="list-style-type: none"> the disclosure is made to ASIC, APRA, a member of the Australian Federal Police (AFP) or another body prescribed by the regulations. <p>If a whistleblower does disclose their identity when making a protected disclosure, the person who received the disclosure will treat the identity of the whistleblower confidential in accordance with the above confidentiality protections. This includes how MDP will handle and store documents regarding the protected disclosure.</p> <p>In some circumstances, it may be necessary for MDP to request the consent of the whistleblower to disclose their identity in order to effectively progress with dealing with the protected disclosure. The whistleblower is under no obligation to provide their consent, but MDP encourages it, to enable it to fully investigate a protected disclosure and take appropriate action.</p> <p>If the whistleblower does not consent to the disclosure of their identity, the matter may nevertheless be referred for investigation, but the investigator will be required to take all reasonable steps to reduce the risk of the whistleblower being identified as a result of the investigation.</p>
<p>(b) Protection from legal action</p>	<p>Eligible whistleblowers who make a protected disclosure under the Whistleblower Regime are protected from certain legal action taken by MDP or any individuals for making the disclosure, including:</p> <ul style="list-style-type: none"> civil, criminal, and administrative (including disciplinary) action against the whistleblower; and contractual action, including termination of a contract on the basis that making a disclosure is a breach of that contract.
<p>(c) Prohibition against victimisation</p>	<p>It is unlawful for a person to:</p> <ul style="list-style-type: none"> engage in any conduct that causes any detriment; or make a threat to cause any detriment, <p>to a whistleblower or another person because the person engaging in the conduct believes or suspects</p>

	<p>that the other person or a third person made, may have made, proposes to make, or could make, a protected disclosure.</p> <p>"Detriment" includes dismissal, disciplinary action, harassment, discrimination, property damage, reputational damage and other types of damage to a person.</p> <p>Penalties apply for engaging in any of the conduct referred to above. Any person involved in the contravention may be found liable.</p> <p>If a person suffers, or is threatened, detriment in contravention of the Whistleblower Regime, the person may apply to the court for an order of compensation or another remedy against those who were involved in the contravention.</p>
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5.2 **Protections for disclosures that fall outside the Whistleblower Regime**

If a disclosure falls outside the Whistleblower Regime, it will be dealt with separately in accordance with the applicable MDP internal regulations (e.g. Workplace Behaviour Policy).

If a whistleblower does not meet the requirements set out in Section 3, then they will not qualify for the legal protections under the Corporations Act or the Tax Administration Act.

However, the disclosure may be protected under other legislation. For example, the disclosure may amount to the exercise of a workplace right. Under the *Fair Work Act 2009* (Cth), MDP is prohibited from taking adverse action against employees or contractors because they exercised or propose to exercise any workplace rights.

6. **OTHER INFORMATION**

This Policy will be made available to employees and officers of MDP and the public by the publishing of the Policy on the MDP Intranet and MDP's website at www.mdp.com.au.

If a person seeks further information about how this Policy works and what it covers, please contact whistleblower@mdp.com.au, and a member of the Legal and Compliance Division will contact you, and treat your discussions confidentially.

It is a condition of any employment by MDP that all employees comply with this Policy at all times. However, this Policy does not form part of any employee's contract of employment with MDP.

Breach of this Policy by an employee of MDP may be regarded as misconduct and may lead to disciplinary action up to and including termination of employment.

MDP will review this Policy periodically as required and may amend it from time to time.

7. **REFERENCES**

Part 4.AAA of the *Corporations Act 2001* (Cth)

Part IVD of the *Taxation Administration Act 1953* (Cth)

[ASIC Information Sheet on Whistleblower Rights and Protections \(INFO 238\)](#)

[APRA's Guide on Becoming a "Whistleblower"](#)

[ATO's Guide on Tax Whistleblowers](#)