

Whistleblower Policy

1 Purpose and Scope

Programmed (being PERSOL Australia Holdings Pty Ltd, Programmed Maintenance Services Limited and its wholly owned subsidiaries) is committed to a culture of the highest ethical standards and behaviours, including promoting honesty, fairness and openness in its relations with stakeholders such as employees, customers, contractors and regulators.

Consistent with that commitment, the purpose of this policy is to encourage the reporting of concerning behaviours in good faith, through appropriate channels and without fear of reprisal.

Reporting of concerning behaviours is an important mechanism to assist Programmed to monitor and manage its risks generally as well as its ethical standards and behaviours, and compliance with its systems, policies and the law.

2 What is Reportable Behaviour

Programmed encourages the reporting of 'Reportable Behaviour' (**report**).

'**Reportable Behaviour**' includes conduct of a director, employee, contractor, client or external party which the reporter genuinely believes is dishonest, fraudulent, corrupt, illegal, unethical, in breach of Programmed policies, or has the potential to injure or cause loss to Programmed, its reputation, or a Programmed employee or external party. Examples of such behaviour include health risks, environmental damage, unsafe work practices, waste of resources, serious impropriety, harassment, bullying, discrimination, and victimisation for reporting a Reportable Behaviour.

Programmed relies on its employees to assist it achieve its commitment to a culture of high ethical behaviour. Programmed therefore expects that employees who are aware of actual or possible cases of Reportable Behaviour will report it. Failure to do so may result in disciplinary action.

3 How to report Reportable Behaviour

If an employee, contractor, client or external party (reporter) is aware of conduct they consider to be Reportable Behaviour and, having reported it to their immediate supervisor or a member of management within the relevant Business Unit, they are dissatisfied with the response, they should report it to:

(a) The Group General Manager – People (**Principal Disclosure Officer**);

or if that is not appropriate in the circumstances:

(b) A 'Disclosure Officer'. The Disclosure Officers are Programmed's:

- (i) Directors;
- (ii) Managing Director;
- (iii) Chief Financial Officer;
- (iv) Company Secretary;

- (v) Group General Manager Risk and Legal;
- (vi) Group General Manager Health Safety and Environment.

Contact details of Disclosure Officers can be obtained from the Programmed website or by contacting the Company Secretary. Reporting can be undertaken by verbal, written or electronic means.

Programmed encourages reporters to identify themselves so that Programmed can properly support and protect them, however the reporter may remain anonymous if they wish. It should be noted that anonymous reports specifically do not attract the protections of the Corporations Act 2001 (Cth) (Corporations Act), as noted below. Anonymous reports also limit the ability to properly investigate and deal with concerning behaviour, or to provide feedback and support to the reporter.

4 Procedure after reporting

Upon receipt of a report in accordance with 3 above, Programmed will investigate the reported Reportable Behaviour.

The investigation will be conducted in accordance with principles of confidentiality and fairness. Programmed will, where appropriate, provide feedback to the reporter on the progress and/or outcome of the investigation (subject to consideration of the privacy of persons who are the subject of a report and any other legal obligations).

After investigating the report, Programmed will determine whether, and what, further action is required to be taken in relation to the Reportable Behaviour. If any wrongdoing is verified by the investigation, Programmed will take all reasonable steps to rectify it to the extent it is within Programmed's control, or practicable in all of the circumstances.

All reports, the identity of the reporter, and any information that is likely to lead to the identification of the reporter, will be kept confidential and secure within Programmed. They will not be disclosed outside of Programmed or its professional advisors except as required by law, or as otherwise consented to by the reporter.

If the reporter has consented to it, the substance of reports (without disclosing the identity of the reporter and any information that is likely to lead to the identification of the reporter) will be disclosed to the PERSOL Australia Holdings Pty Ltd Board, and to management of Business Units within Programmed, as necessary to enable Programmed to identify and address any wider issues raised by them at a Business Unit or Group level.

5 Protection

Programmed is committed to respecting and protecting the welfare of reporters of Reportable Behaviour under this policy and persons who are the subject of a report. This includes a commitment to protect the reporter's identity and keep the report and all files and records created from an investigation confidential and secure within Programmed, except as required by law and/or with the reporter's consent.

Programmed encourages the reporter to consent to the passing on of relevant information from reports to necessary third parties so that it can be properly investigated, assessed and/or recommended improvements can be made.

Programmed will treat the reporter with fairness and not tolerate reprisals, discrimination, harassment, victimisation, or employment disadvantage by Programmed or its employees against any suspected reporter or their associates as a result of the report. The unauthorised release of information in breach of this policy, or reprisal action will be regarded as a serious disciplinary matter and will be dealt with under Programmed's disciplinary procedures.

REPORTER'S OWN REPORTABLE BEHAVIOUR

Making a report under this policy does not protect the reporter from the consequences of their own involvement in any Reportable Behaviour. The reporter's reporting of the conduct may be taken into account as a mitigating factor when considering disciplinary or other action.

PERSONS WHO ARE THE SUBJECT OF A REPORT

A person who is the subject of a report is entitled to fair treatment. Therefore, investigations will be undertaken as discreetly as possible and the identity of such persons will be protected to the extent it is reasonable and allowed by law.

The subject of a report is entitled to be informed of any adverse finding against them resulting from an investigation, and given a reasonable opportunity to respond before any final decision or determination is made. They are entitled to be advised of the outcome, and if the report is unsubstantiated, they are entitled to continue in their roles as if no allegations were made.

FALSE REPORTS

Notwithstanding the above, an employee who makes a report deliberately knowing it to be false will be the subject of disciplinary action, which may include termination of employment.

6 Specific Protections in legislation

Aside from Programmed's own commitment and policy to encourage reporting, there are some legislative provisions which protect the 'disclosure' of certain information. Programmed is committed to full compliance with these protective provisions.

These Acts do *not* protect against liability for any misconduct of the discloser revealed by the Protected Disclosure.

If a reporter makes a disclosure which does not fall within the legislative protections, they may be exposed to liability (eg. for defamation, breach of employment contract, or breach of duty of trust and confidence).

However, if the disclosure falls within the Programmed policy outlined at 1-4 above, Programmed will provide the protections in 5.

Programmed sets out below an outline of the specific protections set out in legislation in Australia and New Zealand. Where specific protections legislation is applicable to a disclosure in another jurisdiction, Programmed will comply with that legislation. The full provisions of each Act can be located at the respective websites noted below.

(a) Corporations Act 2001 (Cth) (See www.comlaw.gov.au)

The *Corporations Act* provides protection for the disclosure of particular information if certain conditions are met, as noted below (**Protected Disclosure**):

<p>The Discloser must:</p>	<ul style="list-style-type: none"> ▪ be: <ul style="list-style-type: none"> ▶ an officer (eg. director or secretary) or employee of the company about which they want to report; or ▶ a contractor (or the employee of a contractor) who has a contract to supply goods or services to the company the disclosure is about; ▪ inform the person to whom the disclosure is made of their name before making the disclosure (ie. cannot disclose anonymously); ▪ have reasonable grounds to suspect the information indicates that the company, or an officer or employee of that company, has or may have breached the Corporations Act or the <i>Australian Securities and Investments Commission Act 2001</i> (the ASIC Act); and ▪ make the report in good faith.
<p>The Disclosure must be made to:</p>	<ul style="list-style-type: none"> ▪ a director, secretary or senior manager of the company; ▪ a 'Disclosure Officer' or the Principal Disclosure Officer as noted above; ▪ the company's auditor or a member of an audit team conducting an audit of the company; or ▪ the Australian Securities & Investments Commission (ASIC).
<p>The Discloser is Protected from recrimination by:</p>	<ul style="list-style-type: none"> ▪ precluding enforcement of contractual or other remedies, including civil and criminal liability for making the disclosure (eg. termination of an employee for breaching a confidentiality clause in their employment contract); ▪ making it an offence to victimise (actual or threatened detriment) the Discloser for the disclosure, and creating a right of compensation for damage suffered; and ▪ making it an offence for any non-ASIC recipient to disclose the information disclosed as part of a Disclosure, the identity of the Whistleblower, or information that is likely to lead to identification of the Whistleblower, to anyone (other than ASIC, the Australian Prudential Regulation Authority, or the Australian Federal Police) without the Whistleblower's consent.

(b) Protected Disclosures Act 2000 (NZ) (see www.legislation.govt.nz)

The *Protected Disclosures Act* provides protection for the 'disclosure' of information by employees regarding serious wrongdoing by organizations in certain circumstances, as noted below (**Protected Disclosure**):

<p>The Disclosure is in accordance with the Act if:</p>	<ul style="list-style-type: none"> ▪ the information is about serious wrongdoing in or by an organisation; ▪ the employee believes on reasonable grounds that the information is true or likely to be true; ▪ the employee wishes to disclose the information so that the serious wrongdoing can be investigated; and ▪ the employee wishes the disclosure to be protected.
--	---

The Disclosure:	<ul style="list-style-type: none">▪ must be made in accordance with the organisation's policy for disclosures; or▪ may otherwise be made to the head of the organisation, an appropriate authority, a Minister of the Crown or an Ombudsman.
The Discloser:	<ul style="list-style-type: none">▪ may request guidance from the Office of the Ombudsman regarding the disclosure. The Ombudsman may request information from the organisation.
The Discloser is Protected from recrimination by:	<ul style="list-style-type: none">▪ precluding civil or criminal proceedings or disciplinary proceedings for making the disclosure or referring it to an appropriate authority for investigation; and▪ noting that retaliatory action may be actionable under the <i>Employment Relations Act 2000 (NZ)</i>.
The recipient:	<ul style="list-style-type: none">▪ must use their best endeavours to not disclose information that might identify the discloser without their consent, unless it is otherwise essential for certain purposes.

7 Review and amendment of policy

Programmed will review this Whistleblower Policy regularly for its effectiveness. Any amendments must be approved by the PERSOL Australia Holdings Pty Ltd Board.