

## Whistleblower Policy

### 1 Purpose

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Fleetwood Limited is committed to conducting our business to ensure the highest standards of integrity and promoting a culture of honest and ethical behavior, corporate compliance and good corporate governance.

As part of this commitment, Fleetwood Limited recognises the need to have robust procedures in place to ensure people can report instances of suspected unethical, illegal, fraudulent or undesirable conduct by Fleetwood Limited or its officers, employees or agents, and to ensure anyone who reports such behavior can do so without fear of reprisal, discrimination, intimidation or victimization.

The purpose of this Policy is to:

- encourage more disclosures of wrongdoing;
- help deter wrongdoing, in line with Fleetwood Limited's risk management and governance framework;
- ensure individuals who disclose wrongdoing can do so safely, securely and with confidence that they will be protected and supported;
- ensure disclosures are dealt with appropriately and on a timely basis;
- provide transparency around Fleetwood Limited's framework for receiving, handling and investigating disclosures; and
- support Fleetwood Limited's values and Code of Conduct.

This Policy applies to Fleetwood Limited and each of its subsidiaries (**Fleetwood**).

### 2 Who Does This Policy Apply to?

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This Whistleblower Policy applies to:

- the Board of Fleetwood and each director;
- all employees of Fleetwood, whether permanent or casual, full-time or ongoing, trainees or apprentices;
- volunteers, work experience placements and members of the public or customers;
- entities or persons providing goods and services to Fleetwood; and
- individuals identified as 'eligible whistleblowers' (see below).

### 3 Who Can Make A Disclosure Under This Policy?

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Eligible whistleblowers can make disclosures under this Policy. A person making a disclosure under this Whistleblower Policy is referred to as a discloser.

An 'eligible whistleblower' or 'discloser' is an individual who is, or has been, any of the following in relation to Fleetwood:

- an officer or employee (e.g. current and former employees who are permanent, part-time, fixed-term or temporary, interns, secondees, managers, and directors);
- a supplier of services or goods to Fleetwood (whether paid or unpaid), including their employees (e.g. current and former contractors, consultants, service providers and business partners);
- an associate of Fleetwood; and



- a relative, dependent or spouse of an individual (e.g. relatives, dependents or spouse of current and former employees, contractors, consultants, service providers, suppliers and business partners).

An individual qualifies for protection as a whistleblower or discloser if they are an 'eligible whistleblower' in relation to the entity and:

- they have made a disclosure of information relating to a Disclosable Matter (see below) directly to an 'eligible recipient' or to ASIC or another Commonwealth body prescribed by regulation;
- they have made a disclosure to a legal practitioner for the purposes of obtaining legal advice or legal representation about the operation of the whistleblower provisions in the Corporations Act; or
- they have made an 'emergency disclosure' or 'public interest' disclosure.

#### **4 Matters the Whistleblower Policy Applies To**

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Eligible whistleblowers or disclosers should make a disclosure under this Whistleblower Policy, and employees of Fleetwood must make a disclosure under this Policy, if they reasonably suspect that conduct, or a state of affairs exists, in relation to Fleetwood that constitutes:

- misconduct, or an improper state of affairs or circumstances, in relation to Fleetwood;
- misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of Fleetwood, and where they consider the information may assist the recipient to perform functions and duties in relation to the tax affairs of Fleetwood;
- a contravention of any law administered by the Australian Securities and Investments Commission (**ASIC**);
- conduct that represents a danger to the public or the financial system (even if this conduct does not involve a breach of a particular law); or
- conduct that is an offence against any law of the Commonwealth, where the offence is punishable by imprisonment for a period of 12 months or more, (collectively referred to as **Disclosable Matters**).

Without limiting the type of conduct that can be disclosed under this Whistleblower Policy, examples of conduct that is appropriate to disclose under this Whistleblower Policy includes conduct that is:

- illegal, such as theft, dealing in, or use of illicit drugs, violence or threatened violence, and criminal damage against property;
- fraudulent or corrupt, such as money laundering or misappropriation of funds;
- unethical, such as acting dishonestly, altering records without cause or permission, making false entries in records, engaging in questionable financial practices, offering or accepting a bribe;
- contrary to, or a serious breach of, codes and practices (including work practices) of Fleetwood;
- in breach of legal or regulatory requirements; or
- engaging in or threatening to engage in detrimental conduct against a person who has made a disclosure or is believed or suspected to have made, or be planning to make, a disclosure under this Whistleblower Policy.

It is important to note that a discloser can still qualify for protection even if their disclosure turns out to be incorrect.



## 5 Matters Not Covered Under this Whistleblower Policy

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### Personal Work-Related Grievances

Disclosures that relate solely to personal work-related grievances, and that do not relate to detriment or threat of detriment of the whistleblower or discloser, do not qualify for protection under this Policy. Examples of personal work-related grievances include complaints by an employee, or former employee, concerning:

- the terms and conditions of their employment;
- an interpersonal conflict with another employee;
- any disciplinary or performance management process; or
- the termination of their employment.

Personal work-related grievances should be reported to the employee's direct supervisor. Further information about Fleetwood's workplace policies can be obtained from the dispute resolution process map - HRM 2.12.

A personal work-related grievance that has significant implications for Fleetwood, and wider ramifications than for the discloser personally, may be appropriate to disclose under this Whistleblower Policy as a Disclosable Matter. Similarly, where the grievance relates to detrimental conduct suffered by the discloser because of making a previous whistleblower disclosure, or seeking legal advice about whistleblower protections, the matter should be reported under this Policy as a Disclosable Matter.

Without limiting the types of matters, examples of personal work-related grievances that could be reported as a Disclosable Matter under this Whistleblower Policy include:

- mixed reports (eg. where a concern regarding corporate misconduct or wrongdoing is accompanied by a personal work-related grievance, or a personal work-related grievance includes information about corporate misconduct or wrongdoing);
- where the matter suggests a behavior or conduct extending beyond the individual's personal circumstances (eg. an individual claim of bullying has indicated that there may be a more general culture of bullying or harassment within Fleetwood); and
- where Fleetwood, or its officers or agents, has breached an employment (or other) law punishable by more than 12 months imprisonment, or has engaged in conduct that represents a danger to the public.

If you are unsure whether a grievance is a Disclosable Matter under this Whistleblower Policy, or a personal work-related grievance that is more appropriately managed through a relevant workplace policy of Fleetwood, please seek guidance from a Whistleblower Officer.

## 6 Who Can Receive a Disclosure?

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Fleetwood has a number of channels for making a report if a person becomes aware of any issue or behavior which they consider to be a Disclosable Matter under this Policy.

### Whistleblower Officers

The following persons have been authorized by Fleetwood to receive disclosures from persons to whom this Whistleblower Policy applies:

General Counsel  
& Company Secretary

whistleblower@fleetwoodcorp.com.au or  
generalcounsel@fleetwoodcorp.com.au

General Manager - WHSE & HR

whistleblower@fleetwoodcorp.com.au or  
HRcorp@fleetwoodcorp.com.au

Reports can also be made by post to 21 Regal Place, East Perth WA 6004, marked to the attention of the Whistleblower Officer.

If a discloser has a concern about a Whistleblower Officer, the report may be made to the CEO.



A discloser may contact a Whistleblower Officer before or at any time after making a report if they have any concerns about making a report, confidentiality or the protections that may be available under this Policy or relevant legislation.

#### External Hotline Provider

Whistleblowers may also disclose matters to Grant Thornton – Whistleblowing Service, a free reporting service engaged by Fleetwood to act as an intermediary between a discloser and Fleetwood. The rationale for providing whistleblowers with an external reporting service is to:

- enable disclosures to be made anonymously, confidentially and outside of business hours; and
- in circumstances where a whistleblower wishes to retain anonymity, provide a means for Fleetwood to source additional information from the whistleblower that may be necessary to complete an investigation of the disclosure, or provide the whistleblower with updates on the status of how Fleetwood is handling a disclosure.

Disclosure of Disclosable Matters can be made to Grant Thornton’s Whistleblowing Service by emailing [fleetwood@myvault.net.au](mailto:fleetwood@myvault.net.au).

#### Other

Nothing in this Policy should be taken as restricting a discloser from reporting any matter or providing any information to a regulator (such as ASIC, ACCC, APRA or the ASX) or to any other person (including any officer or manager of Fleetwood) in accordance with any relevant law, regulation or other requirement or making public interest or emergency disclosures (ie. to a journalist or parliamentarian under certain circumstances) in accordance with the relevant legislation.

It is important that the discloser understands the criteria for making a public interest or emergency disclosure. To clarify, the disclosure must have previously been made to ASIC, APRA or a prescribed body and written notice provided to Fleetwood. In the case of a public disclosure, at least 90 days must have passed since the previous disclosure.

A discloser may seek legal advice from and be legally represented by a lawyer in relation to the report of a Disclosable Matter.

## **7 How To Make a Disclosure**

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Where possible, to assist Fleetwood to handle a disclosure made under this Whistleblower Policy appropriately, the following information about a Disclosable Matter should be provided to a Whistleblower Officer or the external hotline provider in a clear and factual way:

- The discloser’s full name, address and preferred contact details. While there is no requirement for a discloser to provide these details, and disclosures can be made anonymously, if comfortable doing so, this information greatly assists Fleetwood to investigate the Disclosable Matter and provide the discloser with appropriate protections from any detrimental conduct.
- The entity, division or department which the Disclosable Matter relates to.
- The nature of the alleged wrongdoing including, where relevant, details of the person believed to have committed the wrongdoing, or is aware of, or involved in, the wrongdoing.
- When and where the wrongdoing occurred.
- Anyone else who may verify the claim, or possible witnesses.
- If the discloser is concerned about any possible victimisation or acts of reprisal for reporting the matter, or have been subject to detrimental conduct for a previous report of a Disclosable Matter, and any assistance sought from Fleetwood.
- Any supporting information (for instance, emails, documents, text messages, file notes, photos).



## 8 Can You Make a Disclosure Anonymously?

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Yes.

Disclosable Matters can be made anonymously, and a discloser may choose to remain anonymous, including during any investigation into the disclosure. If the disclosure is **not** made anonymously, or an anonymous discloser consents to limited disclosure of their identity (for instance, to a Whistleblower Officer and an investigator), Fleetwood will take all reasonable steps to ensure that the discloser's identity remains confidential.

A discloser who provides their identity when making a disclosure under this Whistleblower Policy:

- can expect Fleetwood to provide them with appropriate protection and support; and
- enables any investigator appointed to investigate the matter with an opportunity to clarify or seek further information from the discloser. Without further information, Fleetwood may be unable to investigate the report.

If the whistleblower has provided their contact details, a Disclosable Matter received by a Whistleblower Officer, the external hotline provider, an officer, director, secretary or senior manager of Fleetwood, or an employee or officer with functions or duties for the tax affairs of Fleetwood, will be acknowledged as received within a reasonable time frame.

## 9 Legal Protections and Support for Disclosers

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### Identity protection (confidentiality)

Fleetwood is committed to protecting the identity of anyone making disclosures under this Whistleblowing Policy.

Where a disclosure received under this Whistleblower Policy is:

- a protected disclosure under the Corporations Act or the Tax Act, the confidentiality of a discloser's identity is protected under the whistleblower protection regimes in those statutes, which include statutory sanctions and remedies where confidentiality is breached; and
- not a protected disclosure under the Corporations Act or the Tax Act, including where the discloser is not an eligible whistleblower or discloser, Fleetwood will use its best endeavours to not disclose the identity of the whistleblower.

Fleetwood will take the following measures and implement required mechanisms for protecting the confidentiality of a discloser's identity:

- All personal information or reference to the discloser witnessing an event will be redacted.
- The discloser will be referred to in a gender-neutral context.
- Disclosures will be handled and investigated by qualified staff.
- All paper and electronic documents and other materials relating to disclosures will be stored securely.
- Access to all information relating to a disclosure will be limited to those directly involved in managing and investigating the disclosure.
- Only a restricted number of people who are directly involved in handling and investigating a disclosure will be made aware of a discloser's identity (subject to the discloser's consent) or information that is likely to lead to the identification of the discloser.
- Communications and documents relating to the investigation of a disclosure will not be sent to an email address or to a printer that can be accessed by other staff.



- Each person who is involved in handling and investigating a disclosure will be reminded about the confidentiality requirements, including that an unauthorised disclosure of a discloser's identity may be a criminal offence.

#### Protection from detrimental acts or omissions

Fleetwood is committed to protecting whistleblowers, and other persons, from detrimental conduct, or threats of detrimental conduct, because a person believes or suspects that the discloser (or another person) has made, may have made, proposes to make, or could make a disclosure that qualifies for protection under the Corporations Act or Tax Act.

Examples of detrimental conduct include: dismissal of an employee, injury of an employee in their employment, alteration of an employee's position or duties to their disadvantage, discrimination between an employee and another employee, harassment or intimidation of a person, harm or injury to a person, including psychological harm, damage to a person's property, damage to a person's reputation, damage to a person's business or financial position or any other damage to a person.

As soon as possible after receiving notification of a disclosure under this Whistleblower Policy, the Whistleblower Officer will assess the risk of detriment to the discloser, or another person, arising from the disclosure. Where appropriate, strategies will be developed to:

- explain the support services available to the discloser, and other persons, including the Whistleblower Officer and the Employee Assistance Program – Worklink;
- assist the discloser, and any other person, to manage the stress, time and performance impacts resulting from the disclosure or its investigation;
- protect the discloser, or any other person, from detriment, such as permitting the performance of work from another location, assignment to another role, modifications to the workplace or reporting lines;
- remind those managing and handling the disclosure and its investigation about their obligations in respect of confidentiality, detrimental conduct, managing conflicts of interest, and the fair treatment of the discloser and others mentioned in the disclosure; and
- to the extent reasonable in the circumstances, remedy the effects of any detriment already suffered.

Reasonable management and administrative action conducted in a reasonable manner by Fleetwood will not constitute detrimental conduct against a discloser or another person, including but not limited to:

- management or administrative action taken to protect the discloser or another person from detriment; or
- performance management or disciplinary processes conducted in accordance with Fleetwood's Performance Management Policy - HRM-6.

#### Other protections available to disclosers

A discloser, or other person, who believes they have suffered detriment in the circumstances described above should:

- seek assistance from a Whistleblower Protection Officer; and/or
- seek independent legal advice or contact the relevant regulatory body, such as ASIC or the ATO.

A discloser will also be protected from any of the following matters in relation to their disclosure:

- civil liability (eg. any legal action against the discloser for breach of an employment contract, duty of confidentiality or another contractual obligation);
- criminal liability (eg. attempted prosecution of the discloser for unlawfully releasing information, or other use of the disclosure against the discloser in a prosecution (other than for making a false disclosure)); and
- administrative liability (eg. disciplinary action for making the disclosure).



These protections do not grant immunity for any misconduct a discloser has engaged in that is revealed in their disclosure.

Disclosers may also have access to other statutory protections under anti-discrimination and equal opportunity legislation, and the Fair Work Act, or under common law and their contracts of employment.

## **10 Handling and Investigating a Disclosure**

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### Handling a disclosure

After receiving a disclosure from a discloser under this Policy, a recipient of the disclosure will:

- take all reasonable steps to ensure the discloser's identity is kept confidential, subject to any permissions given by the discloser;
- notify the Whistleblower Officers. In doing so, unless the discloser has given their consent to disclose their identity, the recipient will not disclose information contained in the discloser's disclosure to the Whistleblower Officers unless:
  - the information does not include the discloser's identity;
  - they have taken all reasonable steps to reduce the risk of the discloser being identified from the information (such as removing the discloser's name, position, title and any other identifying details); and
  - it is reasonably necessary for investigating the issues raised in the disclosure; and
- where the discloser has provided their contact details, notify the discloser that the matter has been confidentially referred to a Whistleblower Officer for assessment of next steps.

### Investigating a disclosure

The Whistleblower Officers will, as soon as practicable, assess all matters notified to them under this Policy and:

- take all reasonable steps to ensure the discloser's identity is kept confidential, subject to any permissions given by the discloser;
- determine whether the disclosure:
  - falls within the scope of this Whistleblower Policy, or whether it is more appropriately managed under another workplace policy of Fleetwood;
  - triggers a requirement for Fleetwood to seek legal advice in respect of its legal obligations, including conduct of a factual investigation into the disclosure to assist in the provision of that advice;
  - should be investigated, and by whom;
- assess the risk of any detrimental conduct to the discloser, or any other person, because the disclosure has been made; and
- notify the Board of Directors and, in consultation with the Board of Directors, determine whether the disclosure is sufficiently serious to notify an external entity including a regulator or law enforcement agency.

Where the disclosure is investigated, the investigation will be thorough, objective, fair, preserve the confidentiality of the discloser and be conducted independent of the discloser, any person the subject of the disclosure and any parts of Fleetwood's business concerned.

Depending on the extent of the discloser's consent to disclosing their identity, the Whistleblower Officers, Board of Directors, any appointed investigator (including legal adviser to Fleetwood), or the recipient of the disclosure may contact the discloser for further information.





If the disclosure was made anonymously, and the discloser:

- has **not** maintained two-way communication with Fleetwood, any decision to undertake an investigation and the conduct of any investigation will be based on the information provided by the discloser; or
- has maintained two-way communication with Fleetwood, the discloser can refuse to answer questions they feel could reveal their identity at any time, including any follow-up conversation about, or investigation into, the disclosure.

An investigator will document the nature and scope of their investigation and findings in a report, maintaining confidentiality. The report will be provided to the Whistleblower Officers and/or the Board of Directors who will provide feedback, where appropriate, to the discloser regarding the process and outcome of, and actions arising from, any investigation.

Fleetwood will ensure all records forming part of an investigation will be kept confidential and stored securely.

## **11 Fair Treatment of Persons Named in a Disclosure**

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Fleetwood will ensure the fair treatment of employees mentioned in a disclosure made under this Whistleblower Policy. Fleetwood will:

- to the extent that it is practical and appropriate in the circumstances, handle all disclosures confidentially;
- assess each disclosure on its merits and investigate as appropriate;
- advise an employee who is subject of a disclosure as an when required by principles of natural justice and procedural fairness, and where appropriate having regard to the nature of the disclosure, prior to:
  - any external actions being taken, such as referring the disclosure to a regulator or law enforcement agency; and
  - commencing a formal investigation;
- advise when conduct raised in a disclosure, if proven, could lead to allegations of misconduct being made against an employee the subject of a disclosure, leading to possible disciplinary consequences, including termination of employment;
- provide details of the persons who can be contacted with issues, queries and concerns; and
- advise the outcome of any investigation into the disclosure, however, will not provide a copy of the investigation report or associated material.

## **12 Communication and Awareness of this Whistleblower Policy**

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Fleetwood will make this Whistleblower Policy available to all officers and employees of Fleetwood.

The Whistleblower Officers will have day-to-day responsibility for ensuring the Policy is widely disseminated throughout Fleetwood, including by:

- making the Whistleblower Policy available on Fleetwood's staff intranet;
- facilitating staff briefing sessions to educate and train on the Whistleblower Policy;
- posting information regarding the Whistleblower Policy on staff noticeboards;
- including the Whistleblower Policy in Fleetwood's staff handbooks; and
- incorporating the Whistleblower Policy in employee and contractor induction packs and training for new starters.





The Whistleblower Officers will have responsibility for training:

- officers and managers of Fleetwood, and the external hotline provider in Fleetwood's processes and procedures for receiving and handling disclosures, as well as training in their obligations for maintaining confidentiality in respect of a disclosure, and the prohibitions against detrimental conduct; and
- line managers and supervisors in how to appropriately support a discloser, and Fleetwood's processes and procedures for receiving disclosures.

The Whistleblower Protection Officers are also responsible for facilitating specialist training for other persons with responsibilities under this Whistleblower Policy, including the Board of Directors.

### **13 False Reporting**

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The protections set out in this Whistleblower Policy will not apply where a person makes a report that does not constitute a Disclosable Matter.

A deliberately false or reckless report which does not constitute a Disclosable Matter could cause Fleetwood significant loss and damage as well as wasting considerable time, effort and resources. Fleetwood reserves the right to take appropriate action in any such case including treating it as a serious disciplinary matter.

### **14 Breaches of this Whistleblower Policy**

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Any employee who breaches this Whistleblower Policy, including breaching an obligation to keep the discloser's identity confidential, refusing to participate or cooperate with an investigation into a whistleblower disclosure, or engaging in detrimental conduct against a discloser or another person will face a disciplinary process, which could result in the termination of their employment.

Fleetwood may terminate its relationship with other individuals and entities providing goods or services to Fleetwood if they breach this Whistleblower Policy.

### **15 Review and Effective Date**

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This Policy will be reviewed and updated by Fleetwood's Board when applicable and appropriate, including when there are changes in business practice, legislation and compliance obligations.

This Whistleblower Policy is effective as of 17 December 2019.

