

Whistleblower Policy

Scope

This policy applies to all businesses within the Transdev Australasia Group including subsidiaries. It applies to all current and former directors, employees, temporary staff, contractors, service providers (e.g. consultants), suppliers and their relatives, dependants and spouses. This policy is made available on Transdev's internal ISPQ intranet and external website at <https://www.transdev.com.au/legal-notices/>

It is important for disclosing persons to be aware that, in addition to this policy, certain statutory protections and personal legal rights may be available for protected disclosures under Australian and New Zealand law.

For employees engaged under an industrial instrument the provisions of that industrial instrument will prevail over the provisions contained in this policy where any inconsistency exists.

Purpose and Commitment

Transdev Australasia is committed to providing services which consistently meet our customers' requirements and it is our aim to provide the opportunity for all employees to contribute to an ethical business environment.

We believe the best way to achieve this goal is to behave with honesty and integrity and to promote ethical and responsible decision making by all people within the scope of this policy. By consistently behaving in this manner we are seeking to build sustainable and valuable relationships with our customers, shareholders, governments and the community.

Transdev promotes a culture of conducting our business with fairness, integrity and ethical behaviour and encourages the disclosure of any concerns about unethical, illegal or improper behaviour.

Transdev's Whistleblower policy provides for a confidential, anonymous whistleblowing service that provides appropriate protections for individuals to report their concerns.

All Transdev employees are responsible for actively reporting, in good faith, any inappropriate behaviour, corrupt practices, breaches of law or any breaches of the Transdev Code of Conduct. Employees who report, in good faith, any suspected violations of the standards, requirements, and expectations described in the Transdev Code of Conduct can be confident their report will remain confidential unless disclosure is required by law.

Compliance

This policy does not contain all associated documentation necessary for procedural compliance, and it is mandatory for all staff to familiarise themselves with relevant information provided in Promapp/ISPQ.

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Policy

Principles

- Encouraging the reporting of suspected or actual wrongdoing – all staff should feel confident and comfortable about reporting wrongdoing.
- Deterring wrongdoing and supporting Transdev’s values, Code of Conduct and ethical business practices.
- Protecting and supporting the dignity, wellbeing, career and good name of disclosing persons who report wrongdoing.
- Reassuring anyone who raises a concern that they can do so without fear of retaliation, even if they turn out to be genuinely mistaken.

Who is a Whistleblower?

A Whistleblower is defined as anyone who makes or attempts to make a report of reportable conduct in accordance with this policy who is, or has been, any of the following in relation to Transdev:

- a current or former:
 - officer or employee;
 - supplier of goods or services, including their employees;
 - associate of Transdev; and
- a relative, dependant or spouse of an individual listed above.

A Whistleblower qualifies for protection under legislation if they made a disclosure:

- of information relating to reportable conduct (see ‘What conduct should be reported’ below); and
- to the appropriate party (see ‘How to report a wrongdoing’ below); or
- to an independent legal practitioner for the purposes of obtaining legal advice or representation regarding whistleblower legislation; or
- in an emergency or in the public interest.

A Whistleblower may still qualify for protection even if disclosure turns out to be incorrect, as long as they had reasonable grounds to suspect some form of misconduct, described below.

What conduct should be reported?

Transdev encourages anyone with knowledge or reasonable suspicion of reportable conduct to report it as soon as possible. Transdev encourages the reporting of any past, present or likely future activity, behaviour or state of affair considered to be:

- Dishonest;
- Corrupt or unethical;
- Fraudulent;
- Illegal (including acts such as theft, violence or threatened violence, criminal damage to property etc.);
- In breach of any applicable legislation/regulations, including internal Code of Conduct;
- Modern Slavery;
- Endangering health and safety;
- Damage to the environment;
- Misuse of Transdev Resources;
- Detrimental to Transdev’s financial position or reputation;
- Improper state of circumstances in relation to Transdev’s tax affairs;
- Maladministration (act or omission of a serious nature that is negligent, unjust, oppressive, discriminatory or based on improper motives);

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- Discrimination, bullying, victimisation or harassment; and/or
- Deliberately concealing such reportable conduct.

For the purposes of this policy, Modern Slavery is an umbrella term for a number of serious exploitative work practices that represents violations of human rights. These violations include but are not limited to human trafficking, slavery, forced labour, debt bondage, child labour and deceptive recruiting for labour/services.

Whilst reportable conduct under this Whistleblower policy usually relates to the conduct of Transdev staff, it could also relate to the actions of a third party (e.g. supplier, service provider etc.).

What conduct is not protected by Whistleblower legislation?

Any disclosure that relates solely to personal work-grievances, and does not relate to detriment or threat of detriment to the discloser, does not qualify for protection under the legislation. Personal work-grievances are those that relate to the discloser personally, but do not have any other significant impact on Transdev or relate to any alleged reportable conduct as described above.

Personal work-grievances may include:

- an interpersonal conflict between the discloser and another employee;
- a decision:
 - that does not involve a breach of workplace laws;
 - about the engagement, transfer or promotion of the discloser;
 - about the terms and conditions of engagement of the discloser; or
 - to suspend or terminate the engagement of the discloser, or otherwise discipline them.

However, in some limited circumstances, personal work-grievances may still qualify for protection under the whistleblower legislation if:

- it includes information about misconduct or such information is accompanied by a personal work-grievance;
- there has been a breach of employment or other laws punishable by imprisonment for a period of 12 months or more;
- conduct occurs that represents a danger to the public;
- information exists that suggests the misconduct has an effect that goes beyond the discloser's personal circumstances;
- the discloser suffers from or is threatened with detriment for making disclosure; or
- the discloser seeks legal advice or representation regarding the whistleblower legislation.

What protections are available?

Under the whistleblower legislation, there are a variety of protections available for Whistleblowers who qualify for protection, including confidentiality, protection from detrimental acts or omissions, compensation, and liability protection.

Confidentiality

The identity of a Whistleblower will be kept confidential in all circumstances, unless a person discloses the identity of the Whistleblower:

- to ASIC, APRA, or a member of the Australian Federal Police;
- to a legal practitioner for the purposes of obtaining legal advice or representation about the whistleblower legislation;
- to a person or body qualified by regulations; or

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- with the consent of the Whistleblower.

It is illegal for a person to identify a Whistleblower directly or indirectly unless under the above limited circumstances or where it is reasonably necessary for investigating the issues raised in disclosure. Should a Whistleblower wish to make a complaint regarding a suspected breach of confidentiality, they may notify TDA Privacy by emailing TDA.Privacy@transdev.com.au for investigation.

Transdev will reduce the risk of the Whistleblower being identified from the information contained in a disclosure by:

- redacting personal information or reference to the Whistleblower witnessing an event;
- the use of gender-neutral pseudonyms;
- storing all disclosures in a secure manner; and
- ensure that each person involved in investigating a disclosure are reminded of the confidentiality requirements and consequences thereof.

Protection from detrimental acts or omissions

A person cannot engage in conduct that causes detriment to a Whistleblower (or another person) in relation to a disclosure if they believe that the disclosure qualifies for protection and that belief forms the basis of their detrimental conduct. Nor can a person threaten (express or implied) to cause detriment to a Whistleblower or another person in relation to a disclosure. A Whistleblower (or another person) need not actually fear that the threat will be carried out.

In this context, detrimental conduct may include:

- dismissal of an employee;
- injury of an employee in their employment;
- alteration of an employee's position or duties to their disadvantage;
- discrimination;
- harm or injury, including psychological harm; or
- damage to a person such as to their property or reputation.

However, detrimental conduct may not include things such as:

- administrative action reasonable for the purposes of protecting a Whistleblower from detriment (e.g. moving a Whistleblower from their work area to protect them from detriment); or
- managing a Whistleblower's unsatisfactory work performance (if any).

Transdev will protect Whistleblowers from detrimental acts or omissions by:

- providing support services such as Transdev's confidential Employee Assistance Program;
- taking reasonable administrative measures to protect a Whistleblower from detriment such as making modifications to the workplace; and
- taking necessary and fair disciplinary actions against those causing detriment.

Compensation and other remedies

If a Whistleblower suffers loss, damage or injury as a result of a disclosure, and Transdev fails to take reasonable precautions and exercise due diligence to prevent detrimental conduct, the Whistleblower affected may seek compensation and other remedies through the appropriate legal remedies. In such an event, Transdev encourages Whistleblowers to seek independent legal advice.

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Liability protection

Where Whistleblowers have not engaged in any form of misconduct themselves in relation to their disclosure, they are protected from civil, criminal and administrative liability, such as:

- any legal action against the Whistleblower for breach of employment contract or confidentiality;
- attempted prosecution of the Whistleblower for unlawfully releasing information (other than for making false disclosure); and
- disciplinary actions for making disclosure.

How to report a wrongdoing?

All reports must be made with a genuine and reasonable belief regarding the reportable conduct. Whistleblowers are requested to provide as much information as possible and any known details underlying the report (e.g. date, time, location, names, witnesses, documentary evidence, etc.) and any steps they may have taken to report the matter or try to resolve the concern.

Reporting suspected or actual issues is encouraged at Transdev as we encourage our employees to feel safe to speak up regarding reportable conduct. If, prior to disclosure, our employees would like additional information regarding whistleblower legislation, they may contact TDA Legal or an independent legal adviser.

In circumstances where employees feel comfortable, they are encouraged to avail themselves of normal business channels (e.g. line management, TDA People & Culture, TDA Legal etc.). There are certain eligible recipients that can receive disclosures that qualify for protection, these include:

- a director or company secretary; and/or
- a senior executive.

Where a Whistleblower believes they may suffer personal disadvantage or wish to use the protections under this policy, reporting may be made via Transdev’s anonymous hotline & online platform *SpeakUp* (Please see numbers and links indicated in the Whistleblower investigation section). The Transdev Ethics Committee (comprising Group Manager CSR & Ethics and General Counsel) will access and monitor this dedicated, anonymous and confidential reporting channel.

Alternatively, a Whistleblower may also report to external regulatory bodies such as ASIC, APRA, or the ATO.

In limited circumstances, a Whistleblower may report to a journalist or parliamentarian and qualify for protection. These circumstances include where disclosure is in the ‘public interest’ or is in an ‘emergency’. In such situations, the Whistleblower should contact an independent legal adviser prior to making such disclosures. It is imperative that a Whistleblower understands the following criteria in order to qualify for protection.

Disclosure in the ‘public interest’

A disclosure in the ‘public interest’ occurs when the disclosure of information is to a journalist or parliamentarian, and:

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- at least 90 days have passed since the Whistleblower made disclosure to ASIC, APRA or another qualified Commonwealth body;
- the Whistleblower does not have reasonable grounds to believe that action is being, or has been taken;
- the Whistleblower has reasonable grounds to believe that reporting further is in the public interest; and
- prior to disclosing in the public interest, the Whistleblower has given written notice to ASIC, APRA or another qualified Commonwealth body (i.e. the body to which previous disclosure was made) that:
 - includes sufficient information to identify the previous disclosure; and
 - states that the Whistleblower intends to make a public interest disclosure.

Disclosure in an 'emergency'

An 'emergency disclosure' occurs when the disclosure of information is to a journalist or parliamentarian, and:

- the Whistleblower previously made disclosure to ASIC, APRA or another qualified Commonwealth body;
- the Whistleblower has reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of one or more persons or the natural environment;
- prior to disclosing, the Whistleblower has given written notice to the body to which previous disclosure was made that:
 - includes sufficient information to identify the previous disclosure; and
 - states that the Whistleblower intends to make an emergency disclosure.

Any retaliation against someone who speaks up and reports reportable conduct is strictly prohibited by Transdev.

Where it is determined that a disclosure is made by an employee falsely or for a malicious purpose, Transdev reserves the right to take reasonable disciplinary action against the disclosing employee.

Whistleblower investigation

Investigations of reportable conduct will be conducted by or on behalf of the Transdev Ethics Committee in a confidential, fair, objective and reasonably timely manner. An assessment will be made as to whether the disclosure qualifies for protection under the whistleblower legislation reflected in this policy and if a formal, in-depth investigation is required. The exact investigation process and timeframe followed will depend on the nature of the information disclosed.

All information received from Whistleblowers will be held securely and in strict confidence by Transdev. Any findings from investigations will be securely documented and reported to the appropriate parties for action. Such methods of documentation and reporting may vary depending on the nature of the reportable conduct.

Whistleblowers can choose to remain anonymous throughout reporting, investigations and finalisation of investigations. Whistleblowers may also refuse to answer questions if they feel it could reveal their identity at any time, including during follow-up conversations. If Whistleblowers wish to remain anonymous, individuals may contact Transdev's anonymous external hotline & online platform *SpeakUp* either via phone or via the links below:

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Country	Phone number	Web link
Australia	1800452051	www.speakupfeedback.eu/web/transdev/au
New Zealand	0800450436	www.speakupfeedback.eu/web/transdev/nz

SpeakUp is an external platform to engage in anonymous dialogue about the reportable conduct. The Whistleblower will receive a unique case number which allows them to stay in touch, always anonymously, during the investigation. Transdev will endeavour to provide a Whistleblower with regular updates via the platform throughout the investigative process however the frequency and timeframe of these updates may vary depending on the nature of the reportable conduct.

Transdev is committed to providing fairness, support and protection in response to reports of wrongdoing and will not tolerate retaliation or adverse action relating to a whistleblowing disclosure such as dismissal, harassment, or discrimination towards anyone making a report. All appropriate measures will be taken to support and protect disclosing persons.

Reporting and governance

The policy is reviewed regularly.

A breach of this policy may result in reasonable disciplinary action up to and including dismissal. Any report of a breach under this policy will be investigated.



Nathan Lanthois
Chief Legal & Commercial Officer – Transdev Australasia

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