

Whistleblowing Policy

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Scope

This Policy applies to all DP World Australia officers, employees, agents, contractors (and their officers, employees and contractors), and anyone else permitted into the work environment for the reason of conducting work for the company (**DPWA Personnel**).

In addition to DPWA Personnel, the following persons are also entitled to make a report under this policy: former officers, employees, paid or unpaid contractors or suppliers, employees of paid or unpaid contractors or suppliers or associates of DPWA, as well as their relatives, spouses and dependents, together with any other Eligible Whistleblower.

This Policy applies to any location which is attended for the purposes of performing work, work-related duties, training or conferences and any work social functions.

This policy is available on DPWA's website and intranet.

Introduction

DP World Australia Limited (ACN 129 842 093) and its related bodies corporate in Australia (together, **DPWA**) are committed to conducting their business activities with the highest standards of honesty and integrity.

This policy has been designed to meet the obligations of DPWA regarding whistleblower protection, including pursuant to the *Corporations Act 2001 (Cth)* (**Corporations Act**), and is consistent with DPWA's commitment to promoting and supporting a culture of corporate compliance and honest and ethical behaviour at DPWA.

Whistleblowing is often referred to as public interest disclosure. It is generally acknowledged that whistleblowers perform an essential function in the community, ensuring that public officials are held to account and private organisations or persons operate within the confines of the law. Protection of whistleblowers is central to fostering transparency, promoting integrity and detecting misconduct. Generally speaking, laws protecting whistleblowers aim to protect disclosures which would otherwise breach the law such as the law of confidential information and of defamation and provide legal remedies for whistleblowers if they suffer reprisals for making the disclosure.

Purpose

DPWA does not tolerate:

- a) improper conduct, illegal activity or misconduct by its officers, employees, contractors, suppliers, sub-contractors or their employees; or
- b) reprisals being taken against those who come forward to disclose such conduct.

All DPWA Personnel have a responsibility to help detect, prevent and report instances of misconduct or improper behaviour. DPWA strongly encourages the reporting of information under this policy in circumstances where you have reasonable grounds to suspect that the information concerns misconduct, or an improper state of affairs, in relation to DPWA. This might include, for example, illegal activity or breach of the law by or within DPWA.

The purpose of this policy is to make you feel confident about disclosing any such concerns internally within DPWA. This policy sets out the process by which such a disclosure may be made, how that disclosure will be investigated and the steps that DPWA will take to ensure disclosure can be made confidentially and without fear of reprisal, disadvantage or intimidation.

This policy also refers to the protections that may be afforded to you if you are considered to be an "eligible whistleblower" under the Relevant Laws.

Related Standards, Policies and Processes

This policy should be read in conjunction with the following policies, copies of which are available on the DPWA intranet and on DPWA's website:

- a) Anti-Bribery Policy
- b) Code of Ethics
- c) Employee Handbook
- d) Fraud Policy
- e) Procurement Principles and Policy
- f) Workplace Behaviour Policy

What is reportable conduct?

You may report information under this policy if you have reasonable grounds to suspect that the information:

- a) concerns misconduct, or an improper state of affairs or circumstances, in relation to DPWA; or
- b) indicates that DPWA or any of its officers or employees has engaged in conduct that:
 - constitutes an offence against, or a contravention, of any applicable Commonwealth laws, including the Corporations Act; or
 - represents a danger to the public or the financial system,(collectively referred to as **Reportable Conduct**).

Examples of Reportable Conduct include, without limitation, conduct by DPWA or DPWA Personnel that amounts to:

- a) fraud or any financial irregularity;
- b) dishonest altering of company records;
- c) misconduct, or an improper state of affairs or circumstances, in relation to DPWA's tax affairs;
- d) bribery or corruption;

- e) criminal conduct;
- f) failure to comply with any legal or regulatory obligation;
- g) violence, harassment or intimidation;
- h) theft or criminal damage;
- i) unsafe work practices;
- j) Environmental damage;
- k) any conduct in breach of a DPWA policy; and
- l) any offence against any law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more.

Please note that Reportable Conduct for whistleblowing purposes does not include personal work-related grievances, such as an interpersonal conflict between you and another employee, a decision relating to your engagement, transfer or promotion, a decision relating to your terms and conditions of engagement or a decision to suspend or terminate your engagement or otherwise discipline you. Such matters should be addressed in accordance with the procedures set out in your employment contract, our Code of Conduct and other relevant DPWA policies.

All persons disclosing Reportable Conduct are strongly encouraged to report in as much detail as possible in accordance with the reporting procedures set out in the section below.

How to report

A report under this policy can be made via any of the following means:

Direct Reporting to DPWA

You may disclose Reportable Conduct directly to an officer or to a senior manager of DPWA (being a General Manager or a member of the DPWA Executive Leadership Team).

DPWA encourages you to consider disclosing Reportable Conduct using the Direct Reporting method in the first instance. If, having regard to the nature of the Reportable Conduct and the persons allegedly involved, it is not appropriate to disclose the Reportable Conduct using the Direct Reporting method, you may access any of the alternative mechanisms set out below.

Through the External Provider, 'Expolink'

You may disclose Reportable Conduct to an independent external provider, Expolink, using any of the following channels:

- a) Whistleblowing Hotline – DP World Website (Internet) or Freephone

You may contact Expolink 24 hours a day/ 7 days a week in complete confidence, via the DPWA website: <https://www.dpworldaustralia.com.au/who-we-are/whistleblowing/>. This link gives you the option of choosing the language in which you feel comfortable making the disclosure.

When making a disclosure via Expolink, there are two alternative methods of reporting the information:

- The first is to complete the report form provided with as many details as possible.
- The second method is to phone Expolink and verbally report the information. There is a list of Freephone numbers provided in the link and a toll-free phone number relevant to each country, including Australia. If there is not a toll-free number listed, a 'collect' or 'reverse charge' call can be made direct to Expolink on +44 1249 661808.

All reported information is treated in the strictest confidence and distributed confidentiality in accordance with internal procedures for investigation within DPWA. When making a report, you can choose to remain anonymous and/or Expolink will not identify you to DPWA if requested.

- b) Whistleblowing Hotline - Intranet

The home page of the DPWA Intranet also provides a link to the same whistleblowing page at: <https://dpworldaust.sharepoint.com/sites/Portal>. Instructions for reporting are the same as outlined above.

To other Eligible Recipients

The *Corporations Act 2001 (Cth)* provides that the disclosure of Reportable Conduct may also qualify for protection under that Act if the disclosure is made to certain Commonwealth regulatory authorities or law enforcement agencies such as the Australian Securities and Investments Commission (**ASIC**), Australian Prudential Regulation Authority (**APRA**), the Australian Federal Police (**AFP**) or the Australian Taxation Commissioner, or to an auditor or actuary of the relevant entity, or to a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of whistleblowing legislation.

The *Taxation Administration Act 1953 (Cth)* provides that the disclosure of Reportable Conduct may also qualify for protection under that Act if it is made to DPWA's director, secretary, auditor, an audit team member conducting an audit or DPWA's registered tax agent or BAS agent.

Please refer to the Relevant Laws to identify which agency may be the appropriate recipient of any information you wish to disclose and/or contact these agencies to determine how to make a report to them.

Protection of Whistleblowers

DPWA is committed to ensuring confidentiality in respect of all reports made under this policy, and to ensuring that those who make reports are treated fairly and not subjected to Detrimental Conduct.

a) Protection of identity and confidentiality

This policy provides for confidential reporting. Whilst it is not a requirement for you to provide your name, DPWA's preference is for this information to be provided where possible, in the interests of facilitating a prompt investigation into the matter. However, anonymous disclosures will also be permitted and protected.

Subject to compliance with legal requirements, DPWA will only share your identity, or information likely to reveal your identity, if:

- you consent to the disclosure;
- the disclosure is reported to ASIC, APRA or the AFP or another Commonwealth authority;
- the disclosure is raised with a lawyer for the purpose of obtaining legal advice in relation to the operation of the whistleblower provisions under the Relevant Laws; or
- such disclosure is otherwise permitted at law, including under the Corporations Act.

Any person who is found to have attempted to identify, or inappropriately disclose the identity of, a person who has made a report under this policy will be subject to disciplinary action by DPWA (to the extent that they are DPWA Personnel), and may also be liable for penalties under the Relevant Laws, including the payment of compensation to the person.

b) Protection against Detrimental Conduct

DPWA will not tolerate Detrimental Conduct towards individuals who make a report under this policy. DPWA will support all persons who have reasonable grounds to suspect Reportable Conduct and who disclose that information under this policy, even if the subsequent investigation into the disclosure concludes that no wrongdoing has occurred.

Any person who discloses information who considers they are, or have been, subjected to Detrimental Conduct should:

- report the matter in accordance with the 'How to Report' section above; or
- contact the Group Head of Fraud Risk Services

Any person who is found to have engaged in Detrimental Conduct against someone who has made a disclosure under this policy will be subject to disciplinary action (to the extent that they are DPWA Personnel).

Further, if a person who discloses information under this policy suffers Detrimental Conduct, the Relevant Laws provide that a claim may be brought before a court against:

- the individual or company who engaged in the Detrimental Conduct;
- if the Detrimental Conduct was engaged in by a company, then current or former officers and employees who aided, or were knowingly concerned in, the Detrimental Conduct; or
- a company which has a duty to prevent an individual from engaging in the Detrimental Conduct.

Penalties for engaging in Detrimental Conduct include compensation, injunctions, an apology, reinstatement of a discloser's employment or, in certain circumstances, exemplary damages.

c) Immunities

A person who makes a disclosure under this policy may also qualify for certain other protections under the Relevant Laws, including Part 9.4AAA of the *Corporations Act 2001 (Cth)* or Part IVD of the *Taxation Administration Act 1953 (Cth)*. These protections may include immunity from civil, criminal or administrative liability (including disciplinary action) for making a disclosure of Reportable Conduct (although not necessarily immunity for involvement in the conduct itself), the non-enforcement of contractual remedies against the person and the rendering of the disclosed information inadmissible as evidence against the person in criminal or penalty proceedings.

Investigation

DPWA will investigate all matters reported under this policy as soon as practicable after the matter has been reported.

Strict confidentiality concerning the disclosure and the Reportable Conduct will be maintained at all stages of the investigation to protect both the person making the disclosure and any persons mentioned in the disclosure.

The investigation will be conducted objectively and fairly for all involved, and otherwise as is appropriate having regard to the nature of the Reportable Conduct.

Information reports will be individually categorised depending on the information received and the nature of the wrongdoing identified. All reports will initially be investigated by the DP World Group Fraud Risk Services team, and the outcome of each recorded in an investigation report, a summary of such compiled in accordance with DP World's policies and procedures.

Unless the matter has been reported anonymously, and subject to consideration of the privacy of those persons against whom the allegations have been made, reasonable efforts will be made to communicate the investigation outcome to the person who made the report either directly (if contact details have been released) or through Expolink.

For further clarity on fraud information reporting and investigations, please refer to DP World Fraud Policy.

Records and Monitoring

DP World Group Fraud Risk Services shall retain all records relating to the reports for a period of no less than 10 years (or other such time in accordance with any applicable laws). Access to these records is strictly restricted to authorised management and staff under the guidance of the Group Head of Fraud Risk Services.

Definitions

In this policy:

- a) "**Detrimental Conduct**" means conduct that causes, or threatens to cause, detriment to a person as result of or in connection with that person making a Disclosure, including dismissal, demotion, disadvantageous change of duties or position, discrimination, harassment, intimidation, harm or injury (including psychological injury), reputational damage, property damage or other unfavourable treatment, to another person in connection with any disclosure of Reportable Conduct by that person;

- b) “**Eligible Whistleblower**”, as defined in the *Corporations Act 2001 (Cth)*;
- c) “**Relevant Laws**” include the *Treasury Laws Amendment (Enhancing Whistleblower Protections) Act 2019 (Cth)*, the *Corporations Act 2001 (Cth)* and the *Taxation Administration Act 1953 (Cth)*; and
- d) other capitalised terms have the meaning given to those terms throughout this policy.

Version Control

Version Control			
Document Name	Whistleblowing Policy		
Document Owner	General Counsel and Company Secretary		
Last Review Date	November 2019	Next Review Date	2 years from last update
Version	1.0 - Replaces and amends the DP World Whistleblowing Policy for use in Australia, in accordance with the <i>Treasury Laws Amendment (Enhancing Whistleblower Protections) Act 2019</i> , which included amendments to the <i>Corporations Act 2001 (Cth)</i> and the <i>Taxation Administration Act 1953 (Cth)</i> , which took effect on and from 1 July 2019.		
Approved by	Managing Director and CEO		

Policy Approval

The policy is approved by the CEO and Chairman, upon recommendation by the General Counsel and Company Secretary, having received endorsement from Group Internal Audit, and will be included in DPWA Policies and Procedures.

The DPWA General Counsel and Company Secretary is responsible for the policy administration, and its review every two years, with approval by the DP World Australia Audit and Risk Committee.

DPWA Management is responsible for monitoring the Policy implementation.

Contact Information

All queries in relation to this policy should be directed to the General Counsel and Company Secretary at Jessica.Blomfield@dpworld.com.au