



Whistleblower Policy

Overview

Pacific National's vision is to be Australia's most trusted and respected logistics partner. Pacific National's core philosophy is that we care about our customers, our people and our shareholders. To achieve this vision, Pacific National requires its staff and external partners to be guided by our values and our Code of Conduct (Code).

Our Commitment

In living our values and the Code, we encourage our staff and external partners to speak up where they think a decision or action does not reflect our values or is not in line with our Code.

As part of this, the purpose of this Whistleblower Policy (**Policy**) is to:

- Encourage and enable eligible whistleblowers to raise concerns regarding any actual or suspected misconduct or improper state of affairs or circumstances on a confidential and, if desired, anonymous basis;
- Outline how Pacific National will protect eligible whistleblowers and such persons for raising such concerns; and
- Document and provide transparency regarding how reported concerns are received and, where appropriate, investigated by Pacific National.

Our Approach

The Corporations Act 2001 (Cth) provides certain people legal rights and protections as whistleblowers and requires Pacific National to have a whistleblowing policy that addresses the protections under that Act. Further information regarding these protections is set out in Appendix A in this Policy.

1. Who is an eligible whistleblower?

You can raise such a concern under this Policy as an eligible whistleblower if you are a current or former:

- Pacific National employee (including a full time, part time, casual or fixed term employee);
- Pacific National officer (including a director or secretary);
- person who supplies services or goods to Pacific National, whether paid or unpaid (for example, contractors, consultants, suppliers, service providers (or their employees)); and
- any relatives (including a parent, child or sibling), dependents or spouses (including a de facto partner) (or that spouse or de fact partner's dependents) of individuals listed above.

Each of the above people are referred to as an **Eligible Person** in this Policy.

Even if you don't fall into one of the above categories, you are still encouraged to raise any concern you have through the channels outlined in this Policy. Pacific National will still assess the concern raised and take appropriate steps. While Pacific National may not be able to apply all of the protections set out in this Policy to you in this circumstance, it will look for ways to support all people who raise a concern.

2. What can be reported?

All Eligible Persons are encouraged to report any matters that they have reasonable grounds to believe or suspect amounts to misconduct or an improper state of affairs or circumstances in connection with Pacific National's operations (including its tax affairs). This is referred to in this Policy as Reportable Conduct.

Reportable Conduct may include conduct which is:

- in serious breach of the Code;
- illegal, dishonest, fraudulent or corrupt;
- in breach of legal obligations (e.g. legislation);
- in serious breach of internal policy;
- detrimental conduct against a person because they have made a report under this Policy;
- unethical, such as dishonestly altering company records or data, adopting questionable accounting and taxation practices;
- unsafe and may cause serious harm to the public, the environment or the health and safety of any Pacific National person; and/or
- any other conduct which represents misconduct or an improper state of affairs in relation to Pacific National, causes or may cause financial or non-financial loss to Pacific National or damages its reputation or is otherwise detrimental to Pacific National's interests.

You do not have to be sure that Reportable Conduct has occurred in order to raise a concern (for example, if you only have some information leading to a suspicion, but not all the details) and you will be protected under this Policy even if your concern turns out to be incorrect, provided you act honestly and reasonably in making the disclosure. You must not make a report that you know, or ought to know, is false or has no substance. Where it is found that a person has knowingly made a false report, this will be considered a serious matter and may result in disciplinary action.

3. What should not be reported?

A concern that relates to a 'personal work-related grievance' does not constitute a whistleblower disclosure. Personal work-related grievances are grievances relating to a person's current or former employment or engagement that only have implications for them personally, and do not have any other significant implications for Pacific National or relate to any conduct about a matter that is reportable under this Policy (as set out in the section above).

For example, a personal work-related grievance would include interpersonal conflicts with another employee or challenges to decisions relating to the person's employment or engagement, such as a transfer, promotion or disciplinary action.

Personal work-related grievances should instead be raised via the usual channels, in accordance with the Grievance Resolution Policy.

However, if a personal work-related grievance concerns a matter that is Reportable Conduct under this Policy (as set out in the section above), would have significant implications for Pacific National, or relates to a person suffering from, or being threatened with detriment for making a report under this Policy, it should still be reported under this Policy.

The types of personal work-related grievances which may amount to Reportable Conduct and should be reported under this Policy include:

- disclosures about systemic issues (that is, issues which are not isolated and may be more widespread or representative of larger problems);
- disclosures that include information about executive or board member involvement in workplace matters; and
- disclosures that relate to a matter that could cause significant financial or reputational damage to Pacific National.

4. Making a protected disclosure about Reportable Conduct

Where you have concerns about Reportable Conduct, there are a number of channels through which this can be reported under this Policy:

1. Eligible Persons are encouraged to make disclosures about Reportable Conduct using STOPline, Pacific National's external 24/7 service (by email at pacificnational@stopline.com.au or 1300 304 550, further information on this service can be found here); or
2. If the Eligible whistleblower prefers not to use STOPline, they may alternatively contact members of the Whistleblowing Committee set out in Appendix B.

The role of STOPline and the Whistleblowing Committee in this capacity is to receive reports that qualify for protection under this Policy. If a member of the Whistleblowing Committee, the CEO or members of the Executive Team are involved in the concern, it is preferable for the concern to be reported via STOPline and, in that case, the report will be referred directly to the Audit and Risk Committee Chair and STOPline should be advised of this so that the report can be appropriately channelled.

When making a disclosure, you may advise that you wish to remain anonymous. At any given time you can identify yourself, but this is your choice and at no point do you need to do this or will you be forced to provide your identity. If you decide to disclose your identity, Pacific National will take steps to protect your identity and to protect you from detriment.

If you would like to make an anonymous disclosure, it is recommended that you do so through STOPline, which allows for anonymous reports to be made. Pacific National will make every endeavour to investigate your report where possible and appropriate, however, anonymous reports without identifying information may limit what can be achieved (for example, if Pacific National is not able to contact you to obtain sufficient information).

4.1 Confidentiality of a whistleblower's identity

Pacific National's priority is to support and protect people who raise concerns that are reportable under this Policy. As part of this, Pacific National will protect the confidentiality of all whistleblowers and protect them from detrimental conduct as set out below. In particular, if you are an Eligible Person and you raise a concern about Reportable Conduct under this Policy, your identity (and any information that Pacific National has because of your report that someone could likely use to identify you) will only be disclosed if:

- you provide consent to the disclosure of that information;
- the disclosure is required or allowed by law (for example, raised with a lawyer for the purpose of obtaining legal advice or representation in relation to legal obligations of protection and confidentiality); and/or
- in the case of information likely to identify you, it is reasonably necessary to disclose the information for the purposes of an investigation, but your identity is not revealed and all reasonable steps are taken by Pacific National to prevent someone from identifying you.

To maintain the confidentiality of a report, Pacific National:

- ensures that any records relating to a report are stored securely and can be accessed only by authorised staff;
- carefully reviews and potentially de-identifies certain aspects of your report as appropriate; and
- uses tools and platforms (such as STOPline) that allow reports to be made anonymously.

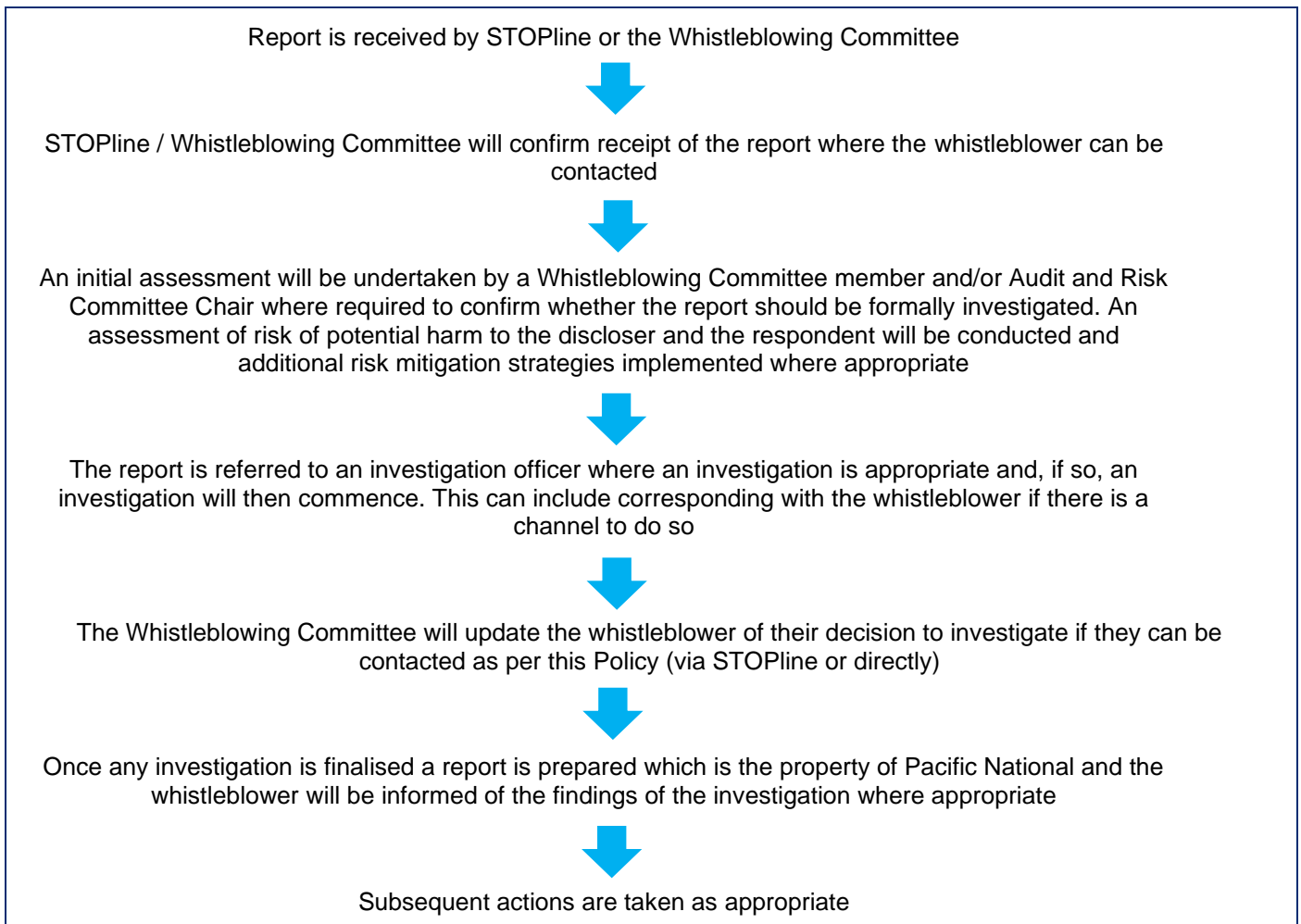
Please be aware that if you do not consent to the limited sharing within Pacific National of your identity and the information provided by you as needed, this may limit Pacific National's ability to progress your report and to take any action in relation to it.

Any breach of confidentiality in relation to the disclosure or whistleblower's identity will be taken seriously and may be the subject of a separate investigation and/or disciplinary action. In addition, it may be an offence under Australian law.

5. Investigation

Pacific National has a Whistleblowing Committee with responsibility for ensuring compliance with this Policy and overseeing investigations. The Whistleblowing Committee will carry out a preliminary review of all disclosures reported in accordance with this Policy and decide if the matter raised in the report ('**Allegation**') is, or is likely to be, Reportable Conduct and whether it should (and can) be investigated further.

The diagram below outlines the high-level steps Pacific National will generally take once a report has been received.



Where an investigation is undertaken, the objective will be to determine whether there is enough evidence to substantiate the matters reported. Investigations will be impartial of both the person who made the report and the person(s) or business unit(s) reported. A Whistleblowing Committee member (or the Audit and Risk Committee Chair where applicable) will either conduct an investigation or commission another staff member or external party to do so. Staff members will only be asked to investigate Reportable Conduct where they can do so in an impartial manner in order to protect the confidentiality of the Eligible Person's identity and to protect the Eligible Person from detriment.

The timeframe for an investigation will vary depending on the nature of the report. Pacific National endeavours to complete investigations within 90 days of receipt of a report, however this time period may be exceeded depending on the circumstances of the matter.

Pacific National is committed to treating all employees involved in Reportable Conduct fairly, as appropriate in the circumstances. Unless there are confidentiality or other reasons not to do so, during investigations undertaken under this Policy, employees will be informed of the Allegation at the appropriate time, and given an opportunity to respond to the Allegation(s) made against them, as and when required by principles of procedural fairness.

Pacific National will assess the risk of potential harm to a discloser and respondent throughout the whistleblower process and implement additional risk mitigation strategies where appropriate.

Any employees or contractors of Pacific National who are involved in an investigation into Reportable Conduct can also access Pacific National's Employee Assistance Program.

6. Findings and next steps

The investigator appointed by the Whistleblowing Committee will provide a report setting out the findings on the Reportable Conduct and summary of evidence to the Whistleblowing Committee and the decision-maker in relation to the matter, depending on the type of matter and taking into consideration Pacific National's commitment to confidentiality. The report remains the property of Pacific National and will not be provided to a person who makes a report or any other person to whom a report relates.

Findings will be made on the balance of probabilities and it will be either that the allegation(s) are:

- fully substantiated,
- partially substantiated (for example, if one but not all allegations are substantiated);
- not able to be substantiated;
- unsubstantiated; or
- disproven

While Pacific National may communicate the findings of any investigation to a whistleblower who has made a report in its absolute discretion, it may not always be appropriate to provide details of the outcome having regard to confidentiality and privacy considerations. The method of being informed may depend on how the whistleblower reported. In most instances, the whistleblower will be informed via STOPline or the Whistleblowing Committee.

6.1 Updating the whistleblower

Pacific National will provide regular updates to a whistleblower on the progress of the investigation (including in relation to timeframes) if they are able to be contacted. The frequency and timeframe of these updates may vary depending on the nature of the disclosure. These updates may include the following:

- confirming receipt of a report;
- advising that an investigative process has begun;
- providing updates on the investigation status (even if there has been no progress);
- advising when an investigation has been closed.

6.2 Further action following investigation

Where an investigation identifies misconduct or other inappropriate conduct, Pacific National may take appropriate disciplinary action in its discretion. This may include, but is not limited to, terminating or suspending the employment or engagement of a person(s) involved in any such conduct. If an investigation finds that criminal activity is likely to have occurred, the matter may also be reported to the police and / or other regulatory authorities by the responsible area within Pacific National.

7. Protection

Pacific National will not tolerate any detrimental treatment taken against a person by anyone who believes or suspects that a whistleblowing report has been made, may have been, is proposed to or could be made under this Policy.

Prohibited reprisal action of this nature can take the form of:

- dismissal of an employee;
- injury of an employee in their employment or alteration of their duties to their disadvantage;
- discrimination between an employee and other employees of the same employer;
- harassment or intimidation of a person;
- harm or injury to a person, including psychological harm;
- damage to a person's property, reputation, business, financial position, or any other damage; and/or
- threats to carry out any of the above.

If you believe you or someone else has suffered reprisal action in connection with a whistleblowing report, please immediately report this to the STOPline or the Whistleblowing Committee. A person found to have retaliated against a whistleblower in response to a disclosure may be subject to disciplinary action, up to and including termination of employment or engagement.

Pacific National can take a number of steps to protect a person from detriment. For example, this may include:

- monitoring and managing the behaviour of other employees;
- implementing investigation processes where appropriate;
- taking disciplinary action where appropriate for conduct that amounts to reprisal action or breaches the confidentiality requirements under this Policy;
- allowing a person to perform their duties from a different location; and/or
- providing support services.

Pacific National will at all times be able to raise and address with an individual matters that arise in the ordinary course of their employment or contractual relationship with Pacific National (for example, any separate performance or misconduct concerns), or take appropriate action to protect a person from detriment, and this will not amount to reprisal action.

Pacific National will look for ways to support all people who raise a concern, but it will not be able to provide non-employees with the same type and level of support that it provides to its employees. Where this Policy cannot be applied to non-employees, Pacific National will still seek to offer as much support as reasonably practicable.

8. Reporting to the Board and Audit and Risk Committee

The Whistleblowing Committee will provide a quarterly report to the Audit and Risk Committee regarding the status of disclosures about Reportable Conduct, inclusive of summary information relating to reports, investigations, and outcomes, which are de-identified as required. Reports or investigations concerning material incidents may be reported outside of the usual updates, including up to the whole Board. The Audit and Risk Committee or the Board may at any time ask about the state of Pacific National's whistleblowing program.

9. Breach of this policy

Where you are concerned that a breach of this Policy has occurred or will occur, you should report your concern to STOPline or the Whistleblowing Committee. A breach of this Policy may be regarded as misconduct, which may lead to disciplinary action (including up to termination of employment or engagement). An individual may also be exposed to criminal and civil liability for a breach of legislation.

10. Miscellaneous

10.1 Review

This Policy will be periodically reviewed at least every two years to ensure that it is operating effectively and appropriately reflects how whistleblowing matters are managed by Pacific National. The review will also ensure that the Policy evolves in line with changes in the nature, scale and complexity of Pacific National's business, its operating and regulatory environments.

10.2 Effect of policy

This Policy is non-contractual and does not form part of any employment agreements with employees. This Policy does not bind Pacific National and does not create any obligation on the part of Pacific National toward an employee.

10.3 Policy Administration and Amendments

This Policy is subject to ongoing review and may be amended, replaced or revoked at any time by Pacific National in its absolute discretion. Any questions relating to the scope, interpretation, or operation of this Policy should be directed to the Legal team.

Appendix A

Protections for whistleblowers provided by Australia law

Overview

As set out in this Policy, Pacific National is committed to protecting whistleblowers who make a report in accordance with this Policy. Protections can also arise under the *Corporations Act 2001* (Cth) ("**Corporations Act**"), which protects whistleblowers where they make a disclosure about a "disclosable matter" to a person specified under the Corporations Act as set out below. Protections can also arise under the *Taxation Administration Act 1953* (Cth) ("**Taxation Administration Act**"). This Appendix sets out more information regarding these protections.

What types of matters are protected under Australian law?

A "disclosable matter" under the Corporations Act will arise where a whistleblower makes a report in circumstances where they have reasonable grounds to suspect that the information concerns misconduct or an improper state of affairs in relation to Pacific National, including, but not limited to, conduct that:

- constitutes an offence against a range of corporate and financial sector legislation specified under the Corporations Act;
- constitutes an offence against any law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more;
- represents a danger to the public or the financial system; or
- is otherwise prescribed by regulation.

In addition, a disclosure may also be protected as a "qualifying disclosure" under the Taxation Administration Act where a report relates to a breach of Australian tax law or tax-related misconduct.

If a whistleblower makes a disclosure to a legal practitioner for the purposes of obtaining legal advice or legal representation, their disclosure will also be protected even if it does not relate to a "disclosable matter".

Disclosable matters specified in this Policy which do not amount to a "disclosable matter" under the Corporations Act (or a "qualifying disclosure" under the Taxation Administration Act) will not be protected under those Acts, but will be protected in accordance with this Policy.

How will I be protected if I raise a concern?

Two key protections inform all aspects of Pacific National's whistleblower program.

Confidentiality: We protect the confidentiality of whistleblowers who raise concerns. We do this by limiting how both your identity and information that is likely to lead to your identification is shared. Your identity will be kept confidential to the fullest extent possible and only shared as permitted by you or by law.

Under the Corporations Act, where a report is made about a "disclosable matter" by a whistleblower to the persons specified in this Policy and under the Corporations Act (as set out below), that whistleblower's identity (and information which is likely to identify them) can only be disclosed without their consent, if the disclosure is to:

- the Australian Securities and Investments Commission (ASIC) or the Australian Prudential Regulation Authority (APRA);
- the Australian Federal Police (AFP);
- the Australian Taxation Commissioner in respect of tax-related misconduct; or
- a legal practitioner for the purpose of obtaining legal advice or legal representation,

or if it is reasonably necessary to disclose information for the purposes of an investigation, provided their identity is not disclosed and all reasonable steps are taken by Pacific National to reduce the risk that they will be identified.

Pacific National encourages disclosures of Reportable Conduct to be made using STOPline or to a member of the Whistleblowing Committee in the first instance. It is illegal for a person to identify a whistleblower or disclose information in a report about a “disclosable matter” made by them that is likely to lead to their identification, other than as set out above. Reports can also be made anonymously and still be protected under the Corporations Act.

Non-victimisation: We protect whistleblowers from detriment caused because they raised a concern or plan to raise a concern. We do not tolerate anyone threatening to cause or causing detriment to you because of your desire or decision to raise a concern. Doing so is taken seriously by Pacific National and may lead to disciplinary action.

In certain circumstances, these protections will also be enforceable under the *Corporations Act* or the *Tax Administration Act* (where a report relates to a breach of Australian tax law or tax-related misconduct). Under this legislation, a person cannot engage in conduct (or threaten to engage in conduct) that causes detriment to you (or another person) if:

- that person believes or suspects that you (or another person) made, may have made, propose to make, or could make a disclosure that qualifies for protection, and
- the belief or suspicion is the reason (or part of the reason) for the conduct.

Where those provisions apply, you are also protected from liability for making the report (either by way of civil, criminal or administrative legal proceedings, or contractual or other remedies being sought against you). Information you disclose cannot be used in legal proceedings

against you (except for proceedings in relation to giving false information). However, you will not be granted immunity from the consequences of any misconduct you have engaged in that is revealed by your report (including, but not limited to, any disciplinary action).

When will I be protected?

Pacific National provides protections to whistleblowers who raise concerns pursuant to this Policy. Pacific National also provides these protections to any whistleblower who makes a disclosure regarding a disclosable matter that is protected under law to:

- a director, officer or senior manager of Pacific National (within Pacific National, a senior manager means any person who is an Executive Manager);
- an auditor, or a member of the audit team conducting an audit of Pacific National;
- an actuary of Pacific National;
- an employee or officer of Pacific National with functions or duties that relate to the tax affairs of Pacific National, or a registered tax agent or BAS agent who provides tax agent or BAS services to Pacific National, in relation to tax-related disclosable matters;
- ASIC, APRA, or, in the case of tax-related misconduct, the Australian Taxation Commissioner where it may assist the Commissioner to perform their statutory functions and duties; or
- a legal practitioner, for the purpose of obtaining legal advice or legal representation in relation to your concern.

A disclosure needs to be made directly to one of the above people in order to be able to qualify for protection as a whistleblower under the Corporations Act (or the Taxation Administration Act, where relevant).

In limited circumstances, certain "public interest" or "emergency" disclosures are also protected by law. It is important that you understand the criteria for making a "public interest" or "emergency disclosure" before doing so. For example, you must have previously made a disclosure to ASIC, APRA or another prescribed body before you can make a "public interest" or "emergency" disclosure and, in the case of a "public interest" disclosure, at least 90 days must have passed since the previous disclosure. Please contact the Legal Team if you would like more information about emergency and public interest disclosures.

What should I do if a protection is breached?

Pacific National takes any breach of these protections seriously. Where you believe a breach has occurred, you should raise a concern with the Hotline or the General Counsel.

If you suffer detriment because a person believes or suspects that you or another person has, proposes to make, could make or may make a report that qualifies for protection under the Corporations Act, you can also seek compensation and other remedies through the courts if you suffer loss, damage or injury because of the disclosure, including if Pacific National fails to take reasonable precautions and exercise due diligence to prevent the detrimental conduct. You should seek legal advice if you are considering seeking such remedies.

Is anything not covered by Pacific National's whistleblower program?

Pacific National's whistleblowing program and the protections under the Corporations Act or Tax Administration Act generally do not apply to personal work-related grievances. These are usually reports which relate to your employment.

Instead, these matters should be reported in accordance with Pacific National's Grievance Resolution Policy.

However, this Policy will still apply in some circumstances, such as where your concern:

- relates to any detriment caused or threatened to you for raising a concern regarding a disclosable matter;
- relates to a "disclosable matter" (see above), including a breach of employment or other laws punishable by 12 months imprisonment or more;
- has significant implications for Pacific National; or
- relates to misconduct beyond your personal circumstances.

Where in doubt, you should make your report to an eligible recipient under this Policy. They will make sure your report is dealt with under the right policy.

Appendix B

Policy Details

INFORMATION	
Policy Category	Corporate and Governance
Approval Date	<p>4 October 2016 <i>Adopted by the Board (included in Code of Conduct).</i></p> <p>21 August 2019 <i>Adopted by the Board.</i></p> <p>16 April 2020 <i>Adopted by the Board.</i></p> <p>12 October 2020 <i>Title changes to accommodate restructure.</i></p> <p>6 May 2021 <i>Adopted by the Board, following periodic review of the Policy.</i></p> <p>23 August 2023 <i>Adopted by the Board, following periodic review of the Policy.</i></p>
Review Date	2025
Policy Owner	Chief Legal Officer
Approving authority	Pacific National Board
Contact details relevant to this policy	<p>STOPline</p> <p>pacificnational@stopline.com.au</p> <p>1300 304 550</p> <p>Whistleblower_Committee@pacificnational.com.au</p>

RELATED DOUCMENTS	
Code of Conduct	Code of Conduct
Grievance Resolution Policy	Grievance Resolution Policy
Fraud and Corruption Prevention Policy	Fraud and Corruption Prevention Policy
Fraud and Corruption Prevention Framework	Fraud and Corruption Prevention Framework
Prevention of Bullying and Discrimination Policy	Prevention of Bullying and Discrimination Policy