

Business Integrity Policy

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Business Integrity Policy

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1 PURPOSE

This document outlines the Keolis Downer policy for providing avenues for the reporting of misconduct, or an improper state of affairs or circumstances, in relation to the Company, such as inappropriate, unethical, corrupt or illegal behaviour.

This Policy is made available to all officers and employees of the Company on the Keolis Downer Group website and the Keolis Downer entity intranet sites.

The Company is committed to fostering a culture in which all persons feel free to raise concerns about misconduct or conduct which may be improper, knowing that their identity will be kept confidential (subject to the below), and that they can do so without fear of reprisal, dismissal or discriminatory retaliation even if they turn out to be mistaken.

This Policy supports other policies of the Company, including the **Standards of Business Conduct**.

2 SCOPE

This policy is applicable to the Company, Directors, employees, contractors and Reporting Persons.

3 DEFINITIONS

The following terms are used in this document.

Board	The Board of Directors of Keolis Downer PTY LTD (ACN 51 1653 436 80).
Company	Keolis Downer PTY LTD (ACN 51 1653 436 80), its subsidiary companies, operating divisions and business units.
Director	Any person who is appointed to the Board and includes alternate directors.
Eligible Person	Any person who is a: <ul style="list-style-type: none">▪ current or former officer, employee or associate;▪ current and former contractor, supplier, consultant, or service provider (or their employees); or▪ their relatives, dependents or spouse.
Eligible Recipient	A senior manager of the Company, an officer of the Company, the WPO, an auditor of the Company, ASIC, APRA, or a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the <i>Corporations Act 1999</i> (Cth).
Personal Work-Related Grievance	A grievance about the Reporting Person's employment or former employment, having personal implications for that person, and does not have broader implications for the Company.
Policy	Business Integrity Policy.

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Reportable Conduct	<p>All misconduct, or an improper state of affairs or circumstances, in relation to the Company. It includes any practice or behaviour that is contrary to the Standards of Business Conduct, or which may be inappropriate, unethical, corrupt or illegal.</p> <p>The conduct does not need to be a breach of any law or illegal.</p> <p>It includes:</p> <ul style="list-style-type: none">▪ dishonest, fraudulent, corrupt or unlawful conduct or practices, including theft, drug use or sale, violence or threatened violence and criminal damage against property;▪ the harassment of, intimidation of or bullying of any person;▪ misleading or deceptive conduct including practices or representations which amount to improper or misleading accounting or financial reporting practices;▪ conduct or any proposed conduct which may breach the provisions of any competition or corporations law in any jurisdiction in which the Company operates;▪ a breach or alleged breach of the Company's <i>Standards of Business Conduct</i>;▪ conduct within the Company's control which may present a significant environmental hazard or a breach or potential breach of environmental laws;▪ conduct which may increase the risk of injury to any person or persons or a threat to their health, which has been reported to management but not acted upon;▪ any action taken against a person who has made a report under this Policy having reasonable grounds to suspect that Reportable Conduct has occurred or is about to occur; and▪ any other conduct or act which may be damaging to the Company's reputation or which may be against its interests. <p>It does not include any practice or behaviour that is related solely to a Personal Work-Related Grievance.</p>
Reporting Person	<p>Any person who, whether anonymously or not, makes, attempts to make or wishes to make a report in connection with any Reportable Conduct.</p>
Standards of Business Conduct	<p>The Company's code of conduct and as amended from time to time.</p>
WIO	<p>A person appointed by the Company as the Whistleblower Investigation Officer to conduct investigations into a report received from a Reporting Person.</p>
WPO	<p>A person appointed by the Company as the Whistleblower Protection Officer to protect and safeguard the interests of a Reporting Person under this Policy.</p>

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4 WHAT SHOULD BE REPORTED UNDER THIS POLICY?

All misconduct, or an improper state of affairs or circumstances, in relation to the Company, is **Reportable Conduct** and should be reported. It includes any practice or behaviour that is contrary to the *Standards of Business Conduct*, or which may be inappropriate, unethical, corrupt or illegal.

The conduct does not need to be a breach of any law or illegal.

A Personal Work-Related Grievance that does not qualify as Reportable Conduct will generally be dealt with under each entities grievance reporting procedure. This includes but limited to harassment, bullying and other acts considered offensive to a recipient.

The most common types of conflict of interest are:

OUTSIDE EMPLOYMENT	A situation in which two activities are exercised (simultaneously or at different times) by the same person, which could conflict with each other because they defend opposing interests.
NEPOTISM	A situation in which private, and usually family relationships (partner, child or other close relation) can interfere with professional duties (for example two relatives working in the same department with a hierarchical link, or a member of the entourage working for a supplier, client, public transport authority, etc.).
SELF-DEALING	A situation in which an employee acts on an operation as a representative, adviser, consultant, etc., while also having a personal interest which he could support to the detriment of his professional interests (e.g. a buyer choosing a supplier in which he has a financial interest).
GIFTS AND HOSPITALITY	A situation in which an employee receives or has received donations, gifts or favours from people (suppliers, customers, etc.) with whom they also entertain a business relationship.

5 HOW IS A REPORT TO BE MADE?

5.1 Internal Reporting

The Company encourages that an employee's first contact should be made with the person's direct manager or supervisor or with the head of the business unit. If this is not appropriate, then a local human resources advisor or manager may be approached for initial advice as to whether the conduct might constitute Reportable Conduct.

An internal report can also be made to:

- any senior manager of the Company
- an officer of the Company; or
- the WPO.

5.2 External Reporting

If a person is unable or does not wish to make an internal report, or in circumstances where that person has made an internal report and believes that appropriate action was not taken, that person may make a report through the Our Voice service.

Our Voice is an external, independent service which allows people to report Reportable Conduct. All reports made to Our Voice may be made on an anonymous basis.

Our Voice can be contacted by:

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- calling the Our Voice service:
 - 1800 940 889 (free call from within Australia)
- going online www.ourvoicekeolisdowner.deloitte.com.au
- sending an email to ourvoicekeolisdowner@deloitte.com.au
- sending a letter:

Keolis Downer Our Voice

Reply paid 12628

A'Beckett Street

Melbourne Vic 8006

Calls to the Our Voice service may be made at any time, 24 hours a day, 7 days. Calls are not recorded or traced.

The Our Voice operators taking the call are independent of the Company and are trained to assist Reporting Persons with their questions and reports.

A confidential reference number will be supplied by the Our Voice operator to the Reporting Person, to be used whenever the Reporting Person wishes to provide further information or request feedback on the report.

The Our Voice operator will prepare a report which will detail the Reportable Conduct reported and forward the report to the WPO for action.

All reports under this Policy will be treated seriously and will be investigated appropriately.

5.3 Reasonable Grounds

A Reporting Person should have reasonable grounds to suspect that Reportable Conduct has occurred or is about to occur. Where such reasonable grounds exist, a Reporting Person can still be entitled to protection even if the report is incorrect.

5.4 Report Content

It is important that Reporting Persons provide as much information as possible in their report. This will assist in any investigation of the Reportable Conduct.

6 WHAT HAPPENS AFTER A REPORT IS MADE?

6.1 Notifying the WPO of the Report

If a report is made internally to a senior manager of the Company or an officer of the Company, the person to whom the report is made should notify the WPO about the report.

If a report is made to Our Voice, the report will be provided to the WPO.

The person to whom the report is made will keep the identity of the Reporting Person, and information which could lead to their identification, confidential (subject to section 8 *Are Reports Treated Confidentially*).

6.2 Assigning a WIO to Investigate the Report

Once the WPO receives the report, the WPO will decide whether to commence an investigation. If the WPO is satisfied that prima facie the report contains details of Reportable Conduct and an investigation is commenced, the

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WPO will assign the report to the relevant WIO. The WIO will be a person who is independent of the area of the business being investigated, the Reporting Person and any person the subject of the Reportable Conduct.

6.3 The WIO Investigates the Report

Once the WIO receives the report from the WPO, the WIO reviews the report and conducts an investigation.

The investigation by the WIO will be conducted fairly and objectively, and otherwise as is reasonable and appropriate having regard to the nature of the Reportable Conduct and the circumstances. Any person the subject of the Reportable Conduct will be treated in accordance with the principles of natural justice.

An investigation by the WIO will usually involve the WIO talking to the person who has made the report (or their representative) about the report.

The WIO can speak with any person in the course of the WIO's investigation. The WIO can also obtain and review any materials (including documents and other records) the WIO thinks will be relevant to the WIO's investigation.

6.4 The WIO Makes a Finding

Once the WIO has completed the investigation, the WIO will make a finding about the report including that:

- there is none or insufficient evidence of Reportable Conduct
- there is none or insufficient evidence of Reportable Conduct but process, system or control issues require attention; or
- there is evidence of Reportable Conduct.

7 WHAT HAPPENS TO THE FINDING?

The WIO will report their findings to the WPO.

The WPO will notify the appropriate decision makers of the findings and together with the appropriate decision makers, will determine the appropriate response.

The outcome of all investigations and the responses to the reports will be reported to the Board.

Where appropriate and possible, the WIO or Our Voice will advise the Reporting Person about the response.

8 ARE REPORTS TREATED CONFIDENTIALLY?

A Reporting Person may make a report anonymously, or place restrictions on who is informed of their identity.

The identity of a Reporting Person will be treated confidentially, and will not be shared, unless:

- the Reporting Person has provided prior consent
- it is to prevent a threat to health or safety
- it is required or authorised by law (including if the Reportable Conduct is reported to ASIC, APRA, the Tax Commissioner or the Australian Federal Police); or
- the report is raised with a lawyer for the purpose of obtaining legal advice or representation.

However, a certain level of disclosure of information that could lead to the identification of the Reporting Person may be reasonably needed for the purposes of conducting an investigation into the Reportable Conduct. In that circumstance, the Company will take all reasonable steps to reduce the risk that the Reporting Person is identified.

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9 HOW ARE REPORTING PERSONS PROTECTED AND SUPPORTED?

A Reporting Person who is a current employee may access the Company's Employee Assistance Program.

Where the Reporting Person has reasonable grounds to suspect that Reportable Conduct has occurred or is about to occur, and that person is not involved in the conduct the subject of the report, then the Company will ensure that no adverse or retaliatory action is taken against the Reporting Person including being dismissed, demoted, subjected to any form of discrimination or bullying, or subjected to any harassment, intimidation, threats, harm or injury, or damage to property, reputation, business or financial position (or others important to the Reporting Person).

There are practical limitations in the WPO's ability to protect a Reporting Person from adverse or retaliatory action if the Reporting Person chooses to be anonymous.

If any adverse or retaliatory action of this kind is taken by a person against the Reporting Person or his or her family, the Reporting Person should report the conduct immediately to the WPO.

A Reporting Person may ask the WPO to arrange for relocation or leave of absence while the report is being investigated. In these circumstances, the anonymity of the Reporting Person may be difficult to maintain but the WPO will take reasonable steps to ensure that it is preserved as far as practicable. However, the Company is unable to make protections outside its control, for example, a Reporting Person's employment conditions with another employer.

Any person who is found to have dismissed, demoted, harassed, discriminated, victimised, or retaliated against a Reporting Person will be subject to appropriate disciplinary action, including dismissal.

The Company retains the ability to raise with a Reporting Person any matter that arises in the ordinary course of their employment or engagement, or which relates to a grievance made by a Reporting Person about any matter relating to their employment or former employment.

If a Reporting Person is found not to have had reasonable grounds to suspect that Reportable Conduct has occurred or is about to occur, or has made malicious allegations without basis, then the Reporting Person may be subject to disciplinary action, including dismissal.

The Company may be unable to protect Reporting Persons from criminal prosecution.

9.1 Disclosures Outside This Policy

Under the *Corporations Act 1999* (Cth), an Eligible Person is entitled to certain protections in addition to this Policy if that person, having reasonable grounds to suspect that Reportable Conduct has occurred or is about to occur, makes a report of that conduct to an Eligible Recipient. Subject to certain exceptions, these protections include:

- immunity from any civil, criminal or administrative legal action (including disciplinary action) for making the report
- no contractual or other remedy or right may be enforced or exercised against the Eligible Person for making the report
- the report is not admissible against the Eligible Person in criminal proceedings or in proceedings for the imposition of a penalty
- the Eligible Person's identity cannot be disclosed to a court or tribunal except where considered necessary
- anyone who causes or threatens to cause detriment to the Eligible Person or another person in the belief or suspicion that a report has been made, or may have been made, proposes to or could be made, may be guilty of an offence and may be liable for damages; and
- the person receiving the report commits an offence if they disclose the substance of the report or Eligible Person's identity, without the Eligible Person's consent, to anyone except if it is required or authorised by law.

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The ASIC website contains information on those protections and the conditions that must be met for the protections to apply.

The *Tax Administration Act 1953* (Cth) contains similar protections. The ATO website contains information on those protections and the conditions that must be met for those protections to apply.

We encourage Eligible Persons to make a report in the first instance to the Company, so that the Company can identify and address the Reportable Conduct as early as possible.

10 ARE REPORTS KEPT?

All information, documents, records and reports relating to the investigation of Reportable Conduct will kept confidential and will be securely stored at the Platform level not at an Entity level.

11 WHO IS THE WPO?

The WPOs are not attached to any entity, they are Platform employees:

- The Regional Finance Manager Keolis Downer
- The CEO of the Keolis Downer Academy (ABN 14 0778 112 53)
- The CEO of Keolis Downer can also be a WPO in instances that will require immediate Board notification or if any employee at the Managing Director level is implicated in an investigation.

The WPO is responsible for ensuring that the Company carries out its obligations in accordance with this Policy and the law, receiving reports, ensuring the confidentiality of the report, protecting a Reporting Person's identity (as far as reasonably possible), allocating the reports to the appropriate WIO for investigation, and protecting the Reporting Person from adverse action and retaliation.

The WPO has access to independent financial, legal and operational advice as needed.

12 WHO IS THE WIO?

The WIO must be a person who is independent of the area of the business being investigated, the Reporting Person and any person the subject of the Reportable Conduct. The WIO is appointed by the WPO.

The WIOs are responsible for investigating a report and determining whether there is enough evidence to support the claims made in the report.

13 REVIEW OF THIS POLICY

The Board will review this Policy on a regular basis (but at least once every two years) to ensure it is in line with legislative and regulatory requirements and leading practice.

14 REFERENCED & ASSOCIATED DOCUMENTS

STANDARDS

Raising and Managing Complaints Standard

Standards of Business Conduct

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LEGISLATIVE REQUIREMENTS

Corporations Act 1999 (Cth)

Tax Administration Act 1953 (Cth)



Keolis Downer

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