

Whistleblower Policy

Purpose

This policy:

- encourages reporting of matters involving breach of our Code of Conduct or any improper circumstances relating to the organisation;
- enables the organisation to effectively deal with reports from whistleblowers in a way that will protect the identity and security of the whistleblower and facilitate secure storage of the information provided; and
- provides a “Whistleblower Protection Officer” (**WPO**), a “Whistleblower Investigations Officer” (**WIO**) and alternative means of reporting.

Applies to

All employees, directors, contractors, consultants, suppliers (past or present), their relatives, dependents and the public.

Policy

We encourage openness, integrity and accountability to promote and encourage the disclosure of matters involving breach of our Code of Conduct or any improper circumstances relating to the organisation. This policy allows and encourages individuals to voice or escalate serious concerns on a confidential basis, without fear of reprisal, dismissal, discrimination, demotion, harassment or bias. It is intended to address serious matters, including:

- dishonest, fraudulent, corrupt or illegal behaviour;
- audit-related matters, including non-disclosure or a failure to comply with internal or external audit processes;
- improper conduct or unethical behaviour;
- conduct endangering health and safety or the environment; or
- any serious breach of the law.

We will take all appropriate steps to protect whistleblowers. We will review all complaints or allegations relating to serious matters and undertake appropriate investigations where necessary.

How do I report a matter - if I am NOT an employee?

Personnel and people who are not employees can make a report to the:

- WPO, who is the General Counsel & Company Secretary;
- WIO, who is the Head of Internal Audit;
- External Auditor (PwC);
- the Australian Securities and Investment Commission (**ASIC**); or
- Ausgrid’s external and confidential whistleblowing service “Your Call” (see details below).

WPO	Phone: (02) 9269 2824 Email: Ausgrid.CoSec@ausgrid.com.au
WIO	Phone: (02)-9269 2923 Email: Peter.moloney@ausgrid.com.au
External Auditor	Phone: (02) 8266 0000 Web: Pwc.com.au
ASIC	Phone: 1300 300 630 Web: www.asic.gov.au

How do I report a matter if I am an employee?

Employees can first discuss the matter with HR or their manager. If this does not result in a satisfactory outcome or is not possible, they can report it under this policy.

Alternatively, reports can be made to our external and confidential whistleblowing service "YourCall". This service is independent of our organisation.

YourCall – contact details

	For Ausgrid Matters	For PLUS ES Matters
Online	24/7 reporting at www.yourcall.com.au/report (enter "AUSGRID" as org. ID)	24/7 reporting at www.yourcall.com.au/report (enter "PLUSES" as org. ID)
Call	Your Call hotline number: 1800 607 206	Your Call hotline number: 1800 607 197
Email	ausgrid@yourcall.com.au	pluses@yourcall.com.au
Mail	Locked Mail Bag 7777, Malvern VIC 3144	Locked Mail Bag 7777, Malvern VIC 3144
FAQs	For Ausgrid: Frequently Asked Questions.	For PLUS ES: Frequently Asked Questions.

What protections do I have

People will be protected against being fired or subject to discriminatory treatment if they make an honest whistleblower report based on objectively reasonable grounds and who have not themselves engaged in serious or illegal conduct.

However, the organisation cannot offer immunity against prosecution in the criminal jurisdiction.

To trigger the whistleblower protection provisions of the Corporations Act when notifying ASIC, the whistleblower must give their name, have reasonable grounds for the notification, and be acting in good faith.

We will take all reasonable steps to protect a whistleblower from any reprisals and the WPO will monitor the investigation of the report and the whistleblower's personal situation to ensure that adequate and appropriate protection is being provided as far as possible.

However, whistleblowers are not protected if they knowingly make a false or misleading report.

If a whistleblower's report includes their own misconduct, disciplinary action may be taken but the organisation will take into account their co-operation and assistance when considering the matter. If their report is not made on objectively reasonable grounds, internal disciplinary processes may apply. Any disciplinary action will be determined by the WPO.

Any employee who in any way harms another employee in reprisal for making a report under this system will be subject to disciplinary action (up to and including termination of employment).

Is my identity confidential?

The identity of the whistleblower will be kept anonymous (if desired by the whistleblower). However, in certain circumstances, the law may require disclosure of the identity of the whistleblower in legal proceedings. No details of the whistleblower's participation in this process will be included in their personnel file or performance review appraisal.

The identity of the whistleblower will be protected as far as possible by limiting

knowledge of their identity to the designated WPO. Files created on whistleblower reports will be kept secure. Information received from a whistleblower will be held in the strictest confidence and will only be disclosed to a person not connected with the investigation of the matters raised if:

- the whistleblower has been consulted and consents in writing; or
 - the organisation, the WPO or the WIO are compelled by law to do so.
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What information will be provided?

We will keep the whistleblower informed of the outcomes of the investigation of their report subject to the considerations of privacy of those against whom the allegations are made.

How is an investigation conducted?

We will, after consideration of the whistleblower report, determine what action is necessary. The report of the investigation will be given prompt and serious attention. Investigations will be conducted by the WIO or an investigator engaged by the WIO. They will be fair and independent of either the business unit concerned or any person being the subject of the reportable conduct.

If no action is taken, we will give the whistleblower an explanation.

Unauthorised release of information

Information coming into the possession of a person from a whistleblower must not be released (without appropriate authority) to any person who is not involved in the investigation or resolution of the matter.

A breach of this policy will be regarded by the organisation as a serious disciplinary matter and dealt with accordingly.

Roles & responsibility

What is the role of the Whistleblower Protection Officer (or WPO)?

The WPO must protect the interests of the whistleblower. They must also:

- receive the report;
- manage an investigation into the issue;
- keep the whistleblower informed;
- keep the Chief Executive Officer and the Board informed (to the extent appropriate);
- finalise the matter in a fair and equitable manner, in accordance with the law; and
- ensure the matter remains confidential and the whistleblower's identity is protected.

The WPO will have direct, unfettered access to independent financial, legal and operational advisers as required.

What is the role of the Whistleblower Investigations Officer (or WIO)?

The WIO is responsible for the investigation of the complaint or allegation to determine whether there is evidence in support of the matters raised or, alternatively, to refute the report made. The qualities of the designated WIO include:

- sound judgement;
 - investigation and communication skills;
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- diplomacy; and
 - integrity and objectivity.
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