

## 1. Purpose

The purpose of this policy is to maintain honesty and integrity by developing a whistleblowing culture which encourages individuals to:

- report misconduct, or any improper state of affairs or circumstances, of which that they become aware;
- deter misconduct or any improper state of affairs or circumstances; and
- provide a transparent process on how reports by eligible whistleblowers will be handled promptly and appropriately.

## 2. Scope

This policy applies to all eligible whistleblowers of ADG. Not all persons who make a disclosure will be an eligible whistleblower and qualify for protection at law or under this policy.

In this policy '**ADG**' means Airport Development Group Pty Ltd and its associated entities within the meaning of the *Corporations Act 2001* (Cth) (**Corporations Act**).

An '**eligible whistleblower**' is an individual who is, or has been, any of the following in relation to ADG:

- an officer.
- an employee.
- an individual who supplies services or goods to ADG (whether paid or unpaid).
- an employee of a person that supplies services or goods to ADG (whether paid or unpaid).
- an individual who is an associate of ADG within the meaning of the Corporations Act.
- a relative, dependent or spouse of an individual referred to above.
- an individual prescribed under the Corporations Act.

## 3. Objectives

The objectives of this policy are to inform eligible whistleblowers about:

- how to make a disclosure and to whom a disclosure should be made.
- the types of disclosures that qualify for protection.
- how a disclosure that qualifies for protection will be investigated.
- the support provided when making a disclosure and how ADG will protect them from detriment; and
- how ADG will ensure fair treatment of eligible whistleblowers once a disclosure has been made.

## 4. Reportable Conduct

### 4.1 Governing Legislation

Part 9.4AAA of the Corporations Act and any related legislation, regulations or rules.

### 4.2 Reportable Conduct

An eligible whistleblower must have reasonable grounds to suspect that the information they are disclosing concerns misconduct, or an improper state of affairs or circumstances, in relation to ADG (**Reportable Conduct**). This includes where the discloser has reasonable grounds to suspect that the information indicates that ADG, or an officer or employee of ADG, has engaged in conduct that:

- constitutes an offence against, or a contravention of, a provision of the Corporations Act or any of the other Acts specified in section 1317AA of the Corporations Act.
- any offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more; or

- represents a danger to the public or the Australian financial system.

The definition of 'misconduct' in the Corporations Act includes fraud, negligence, default, breach of trust and breach of duty. 'Improper state of affairs or circumstances' is not defined in the Corporations Act but may include conduct that, whilst not unlawful, indicates a systemic issue of concern that the regulator should know about to properly perform its functions.

There are also the following additional categories of disclosure that qualify for protection:

- "**Public Interest Disclosure**" - The disclosure of information to a journalist or a parliamentarian, where the discloser has reasonable grounds to believe that making a further disclosure of the information is in the public interest.
- "**Emergency Disclosure**" - The disclosure of information to a journalist or parliamentarian, where the discloser 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 to the natural environment.

A Public Interest Disclosure or an Emergency Disclosure must meet the requirements under section 1317AAD of the Corporations Act to qualify for statutory protection.

### 4.3 Protected disclosure

An eligible whistleblower will qualify for protection under the Corporations Act where the following test has been satisfied:

- the person disclosing the information is an **eligible whistleblower** (see section 2);
- the eligible whistleblower makes the **disclosure to an eligible recipient** (see section 5.1); and
- the eligible whistleblower has **reasonable grounds to suspect Reportable Conduct** (see section 4.2) has been committed by ADG, or an officer or employee of ADG.

If a person makes a disclosure that qualifies for protection under the Corporations Act:

- the person is not subject to any civil, criminal or administrative liability (including disciplinary action) for making the disclosure.
- no contractual or other remedy may be enforced, and no contractual or other right may be exercised, against the person on the basis of the disclosure; and
- if the disclosure qualifies for protection under the Corporations Act the information is not admissible in evidence against the person in criminal proceedings or in proceedings for the imposition of a penalty, other than proceedings in respect of the falsity of the information.

This does not prevent the person being subject to any civil, criminal or administrative liability for conduct of the person that is revealed by the disclosure. However, ADG may consider the genuineness of the action and lessen the severity of any disciplinary action where it sees fit.

### 4.4 Reports not protected

The protections afforded to eligible whistleblowers under the Corporations Act do not extend to information disclosed which:

- concerns a personal work-related grievance of the discloser; and
- does not concern a contravention, or alleged contravention of section 1317AC of the Corporations Act that involves detriment caused to the discloser or a threat made to the discloser.

#### ***Personal work-related grievance***

Information is a "personal work-related grievance" if:

- the information concerns a grievance about any matter in relation to the discloser's employment, or former employment, having (or tending to have) implications for the discloser personally; and
- the information:
  - does not have significant implications for ADG; and
  - does not concern conduct, or alleged conduct, that amounts to Reportable Conduct.

Examples of grievances that may be considered to be "personal work-related grievances" are as follows:

- an interpersonal conflict between the discloser and another employee.

- a decision relating to the engagement , transfer or promotion of the discloser;
- a decision relating to the terms and conditions of engagement of the discloser;
- a decision to suspend or terminate the engagement of the discloser, or otherwise to discipline the discloser.

A disclosure concerning a personal work-related grievance that is made to a legal practitioner may qualify for protection under the Corporations Act.

## 5. Reporting misconduct

### 5.1 Where to report

Where an eligible whistleblower wishes to submit their disclosure internally, they **must** submit their report to:

- an officer of ADG as defined under the Corporations Act (which includes a director, company secretary, Chief Executive Officer, Chief Financial Officer, Executive General Manager) or senior manager of ADG.
- an auditor, or a member of the audit team, of ADG.
- an actuary of ADG; or
- a person authorised by ADG to receive whistleblower disclosures (being the Responsible Officers specified below).

While it is ADG's preference for disclosures to be made internally to allow ADG the opportunity to investigate, an eligible whistleblower may choose to disclose Reportable Conduct outside of ADG to Australian Securities and Investments Commission (**ASIC**), Australian Prudential Regulation Authority (**APRA**) or another Commonwealth body prescribed under the Corporations Act.

A qualifying disclosure will also be protected if it is made to a qualified legal practitioner for the purpose of taking legal advice or legal representation in relation to the operation of the whistleblower provisions in the Corporations Act.

### 5.2 How to make a report

Disclosures of Reportable Conduct should (where possible) provide specific, accurate and pertinent information with respect to, among other things, dates, places, persons / witnesses, amounts, and other relevant information, in order to allow for an investigation to be conducted.

If you disclose your name, the person receiving the report will acknowledge having received the disclosure and may initiate a follow-up meeting. However, if the report is submitted internally on an anonymous basis, without contact details for the discloser, ADG will be unable to follow-up the discloser as their identity will not be known.

An eligible whistleblower may still choose to make an anonymous disclosure. However, it may be more difficult for ADG to investigate an anonymous disclosure, particularly if insufficient information has been disclosed.

Alternatively, an eligible whistleblower may prefer to adopt a pseudonym for the purposes of their disclosure (not their true name), or to create an anonymous email address to submit their disclosure to ADG. Anonymous disclosures are still capable of protection under the Corporations Act.

#### ***Internal Reporting- ADG Responsible Officers***

If you have reasonable grounds to suspect Reportable Conduct within ADG, you are encouraged to submit a report through the following channels:

- **In writing** integrityreporting@ntairports.com.au
- **Verbally** Chief Financial Officer or the Executive General Manager People, Culture & Community (**Responsible Officers**)

If the matter relates to any of the above Responsible Officers, the Responsible Officer is the **General Counsel**.

#### ***External Reporting Authorities***

If you do not wish to make the report to the Responsible Officers outlined above, the report is in respect of a Responsible Officer, or you would like to make the report anonymously, then your report may be made to an external authorities listed below.

ADG recognizes that often disclosers feel more comfortable reporting anonymously. An anonymous report will be

treated with the same degree of seriousness as a report made by an individual who discloses their identity. Reporting to the external whistleblowing service provider below will enable the discloser to report the disclosure anonymously to enable the person handling the report to follow up any concerns or provide an eligible whistleblower with updates.

## 1. ADG Whistleblowing Hotline Service

### Your Call

Telephone Hotline:

1300 790 228

Service Hours 09:00am to 12:00am AEST, Monday to Friday

Log onto [www.yourcall.com.au](http://www.yourcall.com.au) and make a report

Add the Organisation ID No: ADGWB001

Service Hours (24/7)

Email

[ADG@yourcall.com.au](mailto:ADG@yourcall.com.au)

Service Hours (24/7)

Locked Mail Bag Service

Locked Bag 7777, Kew, Victoria 3101

## 2. ASIC

Report misconduct to ASIC | ASIC - Australian Securities and Investments Commission

### 5.3 Getting Advice

If a person believes that they may be an eligible whistleblower or are unsure about what protections or rights to compensation may apply to them, it is important to seek legal advice. ADG cannot give a discloser personal legal or general advice regarding their rights under the whistleblower protection regime.

Anyone seeking to disclose Reportable Conduct may seek advice from the following sources:

- ASIC - can only provide general information on these issues; or
- Suitably qualified legal practitioner – advice regarding your legal rights and obligations under the whistleblower protection regime.

## 6. Protections under the Act

### 6.1 Detriment

ADG is committed to protecting eligible whistleblowers from detriment. A person must not cause or threaten detriment to another person who they believe, or suspect have made, may have made, or could make a disclosure that qualifies for protection under the Corporations Act.

Importantly, the criminal offence and civil penalty provisions apply even where the person has not made a whistleblower report, but the offender causes or threatens detriment to the person because they believe or suspect you have or might make a report.

Someone may cause another person detriment if they:

- dismiss the other person from their employment.
- injure the other person in their employment.
- alter the other person's position or duties to their disadvantage.
- discriminate between the other person and other employees of the same employer.
- harass or intimidate the other person.
- harm or injure the other person, including causing them psychological harm.
- damage the other person's property.

- damage the other person's reputation.
- damage the other person's business or financial position.
- cause the other person any other damage.

If you believe that you are suffering detriment, ADG strongly recommends that you report the alleged detriment to an ADG officer or Responsible Officer, or ASIC so that the allegations can be investigated. Any action taking may result in a penalty to the person causing the detriment but not necessarily compensation.

## 6.2 Compensation

Courts are given broad scope to make orders remedying a detriment or threatened detriment. These include injunctions, compensation orders (including against individual employees and their employer), reinstatement, damages and the making of apologies. Civil and criminal sanctions also apply to breaches of the whistleblower protection provisions of the Corporations Act.

## 7. Protection of Identity of Whistleblower

ADG is committed to ensuring confidentiality in respect of any disclosures that qualify for protection under the Corporations Act, and that those who make the disclosure are treated fairly and do not suffer detriment.

A person cannot disclose the identity of an eligible whistleblower or information that is likely to lead to their identification (which they have obtained directly or indirectly because the discloser made a disclosure that qualifies for protection), unless an exception applies under law. ADG will only share your identity as an eligible whistleblower or information likely to reveal your identity if:

- you consent.
- we are required to do so at law.
- the matter is reported to ASIC, APRA, the Commissioner of Taxation or the Australian Federal Police; or
- the matter is reported to a legal practitioner for the purposes of obtaining legal advice or representation.

If ADG investigates a report, it may disclose information that could lead to your identification but, it will take all reasonable steps to reduce this risk.

## 8. Procedures Following Reporting

### Investigations

#### 8.1 Fair treatment of individuals mentioned in the report

Investigations will be conducted promptly and fairly with due regard for the nature of the allegations and the rights of the persons involved in the investigation.

Where ADG has commenced an investigation into Reportable Conduct, the person(s) who have allegations against them will be provided with an opportunity to provide their response to the allegations.

#### 8.2 Investigation Procedures

The Responsible Officer will assess a disclosure if received internally as soon as is reasonably practicable, to determine next steps and whether the matter is a qualifying disclosure. This may involve a preliminary investigation of the disclosure.

If the report requires investigation, the Responsible Officer through the General Counsel will appoint an appropriate investigator as soon as is reasonably practicable after the report has been received. The investigator will conduct the investigation in a timely manner, in compliance with this policy and all relevant legislation.

Evidence (including any materials, documents or records) shall be held securely by the investigator and the Responsible Officer. The Responsible Officer in consultation with the General Counsel will determine the appropriate methodology for the investigation and appoint such resources as are reasonably necessary to conduct the investigation in a proper and timely manner. The Responsible Officer may if appropriate, through the General Counsel appoint internal or external specialists to conduct or assist an internal investigator.

During the investigation, the investigator will have access to all relevant materials, documents, and records. All officers, employees, independent contractors, and agents of ADG must co-operate fully with the investigator.

### **8.3 Communications to the Whistleblower**

Provided the claim was not submitted anonymously, unless the report was made to the external reporting authority in section 5.2, ADG will ensure that a discloser is kept informed in writing of the progress and the outcome of the investigation.

### **8.4 Outcome**

Outcomes of an investigation may include any combination of the following:

- counselling or training.
- conciliation/mediation conducted by an impartial third party.
- official warnings that are noted on the personnel file.
- verbal or written apologies; and/or
- disciplinary action (such as demotion, transfer, suspension, probation, or dismissal).

Disciplinary action may also be taken against the discloser if it is established that the complaint was vexatious. The protections under the Corporations Act do not extend to vexatious complaints. If any investigation of a disclosure demonstrates that it was not made on objectively reasonable grounds, it will not be protected.

### **8.5 Reporting to the Chair of the Board**

The Responsible Officer will report to Chief Executive Officer of any qualifying disclosures.

If the allegations relate to misconduct by the Chief Executive, then the Responsible Officer will notify the Board Chair of the allegations as soon as is reasonably practicable after the report is made.

Depending on the nature of the report, the Responsible Officer may need to refer the matter to external authorities such as the police.

## **9. Conflicts**

Where the matter relates to:

- the Chair of the Board, the Chair of the Risk and Audit Committee will assume the role of the Chair of the Board.
- the Chief Executive Officer, the Chief Executive Officer will not be required to be provided reporting under this section; and
- a Responsible Officer, the General Counsel will assume the role of the Responsible Officer.

## **10. Accessibility**

This policy may be accessed on ADG's Intranet and Website.

## **11. Further Information and Advice**

For further information, contact any Responsible Officer by email or telephone.

## 12. Document Management

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|-----------------------|---------------------------------|
| <b>Authorised by</b>  | ADG Board of Directors          |
| <b>Document Owner</b> | EGM People, Culture & Community |

| Version number | Date      | Revised or reviewed by (Position title) | Revisions approved by (Position title) | Reasons and details of changes                       | Next review date |
|----------------|-----------|---|--|--|------------------|
| 1              | June 2024 | EGM, People, Culture & Community        | ADG Board                              | Revised Policy                                       | June 2025        |
| 2              | Nov 2024  | HR Operations Manager                   | EGM People, Culture & Community        | Added "Your Call Organisation Identification number" | June 2025        |
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