

WHISTLE BLOWER POLICY

1. INTRODUCTION

- (a) Redflex Holdings Limited (**Redflex**) and its global subsidiaries (**Redflex Group**) is committed to conducting its business operations and affairs with honesty and integrity.
- (b) Further, the Redflex Group is committed to engaging in ethical decision-making, being legally compliant and acting consistently with good corporate governance standards and community expectations.
- (c) Redflex strongly encourages and provides a readily accessible means (refer to paragraph 3 of this Policy) to report undesirable behaviours such as unethical, unlawful, fraudulent or other misconduct involving Redflex, any member of Redflex Group or any director, officer or employee of, or contractor, supplier to or other person dealing with, these entities.
- (d) Redflex will also ensure that whistle blower reporters can make reports under this Policy anonymously (if they so choose) and confidentially without fear of intimidation, retaliation or adverse employment action being taken against them.
- (e) In addition to Redflex considering that it is important that whistle blowers are encouraged to report misconduct, and are protected when they do so, there are specific provisions under Australian legislation which provide whistle blowers with legal rights in relation to certain types of disclosures.
- (f) The relevant legislation is sections 1317AA to 1317AJ of the Australian *Corporations Act 2001* (Cth) and sections 14ZZT to 14ZZZE of the Taxation Administration Act 1953 (Cth) (the **Whistleblowing Legislation**). The protections under the Whistleblowing Legislation only apply to certain types of disclosures, known as **Qualifying Disclosures**. There are specific requirements under the Whistleblowing Legislation for a report to be a Qualifying Disclosure.
- (g) This Policy contains a summary of parts of the Whistleblowing Legislation, and for further detail, you should refer to the text of this legislation. This Policy is not intended to override any rights or obligations you may have under the Whistleblowing Legislation.
- (h) This Policy should be read in conjunction with the following internal policies:
 - (i) Anti-Bribery and Anti-Corruption Policy;
 - (ii) Continuous Disclosure Policy;
 - (iii) Redflex Securities Trading Policy;
 - (iv) Employee Code of Conduct and Ethics;
 - (v) Directors' Code of Conduct and Protocols; and
 - (vi) other policies and procedures,



all of which are available on the Redflex website.

2. CONDUCT THAT SHOULD BE REPORTED

- (a) A whistle blower reporter should make a report under this Policy where the whistle blower reporter has reasonable grounds to suspect that Redflex, any member of Redflex Group or any director, officer or employee of, or contractor, supplier to or other person dealing with, these entities has engaged in misconduct or an improper state of affairs including, but not limited to, conduct that:
- (i) is dishonest, fraudulent, corrupt or criminal, including paying a bribe or engaging in any other activity in violation of Redflex's Anti-Bribery and Anti-Corruption Policy (or accompanying procedures);
 - (ii) is unethical or in violation of Redflex's policies or procedures (for example dishonestly altering company records, engaging in suspect accounting practices or materially violating Redflex's Employee Code of Conduct and Ethics or the Directors' and Officer Code of Conduct and Protocols or other Redflex policies or procedures);
 - (iii) is unlawful or criminal under federal, state or local (city or municipal) law (for example, stealing, assault, forgery, wire fraud, sexual harassment or racial or disability discrimination);
 - (iv) is likely to materially and adversely affect the Redflex Group's brand or reputation in the marketplace or in the industry or within the community in which Redflex operates;
 - (v) is materially damaging to Redflex or any member of the Redflex Group or any Redflex director, officer or employee, for example, engaging in unsafe or dangerous work practices, committing environmental damage, creating health risks or misuse of Redflex property or resources;
 - (vi) constitutes an abuse of authority;
 - (vii) involves false or misleading, or otherwise dishonest or improper, accounting or financial reporting practices;
 - (viii) constitutes a conflict of interest or a material personal interest in a matter that has not been properly disclosed or consented to;
 - (ix) may cause material financial loss or damage to Redflex or the Redflex Group;
 - (x) involves unlawful discrimination, harassment, victimisation or bullying;
 - (xi) involves any other kind of serious misconduct or impropriety; or
 - (xii) may violate taxation laws, the Australian *Corporations Act 2001* (Cth) or any other law applicable to corporations.

- (b) Redflex employees who become aware of conduct that should be reported under this Policy must make a report under this Policy or under other applicable Redflex policies.
- (c) Some examples of matters that should **NOT** be reported under this Policy include:
 - (i) a discloser's dissatisfaction with their pay (unless the discloser's grievance relates to discriminatory conduct in some respect);
 - (ii) personal work-related grievances;
 - (iii) an interpersonal conflict between the discloser and another employee;
 - (iv) unless the discloser's grievance relates to discriminatory conduct in some respect, a decision:
 - (A) relating to the engagement, transfer or promotion of the discloser;
 - (B) relating to the terms and conditions of engagement of the discloser; or
 - (C) to suspend or terminate the engagement of the discloser, or otherwise to discipline the discloser; and
 - (v) does not concern a contravention, or an alleged contravention, of the Corporations Act that involves detriment caused to the discloser or a threat made to the discloser.

3. MAKING A WHISTLE BLOWER REPORT

Who may be a whistle blower reporter

- (a) A whistle blower reporter may be any officer or employee of the Redflex Group, or a person or company who has a contract for the supply of goods and services to the Redflex Group (a '**contractor**'), or an employee of such a contractor, or a relative or dependant of any such person or of their spouse.

Where to make a whistle blower report

- (b) Whistle blower reporters can make a report to the following Disclosure Officers:
 - (i) the Whistle Blower Hotline (see Annexure A to this Policy);
 - (ii) the Group General Counsel & Company Secretary:
Email whistleblowerDO@redflex.com
 - (iii) the Chair of the Audit & Risk Committee of the Redflex Board of Directors:
Email clark.davey@redflex.com

- (iv) the Company's external auditor (PricewaterhouseCoopers):
Lead Audit Partner: jason.perry@pwc.com
- (v) a Redflex senior manager, namely a person who makes, or participates in making, significant business decisions of Redflex.
- (c) The making of a report to a person named above means that it has been made to an eligible recipient under the Whistleblowing Legislation that may qualify for protection thereunder. In particular, the recipient generally has an obligation to keep your identity confidential if the Whistleblowing Legislation applies unless you otherwise consent.
- (d) Under the Whistleblowing Legislation, whistle blowers may also report such information to:
 - (i) the Australian Securities and Investments Commissions (**ASIC**);
 - (ii) the Australian Prudential Regulation Authority (**APRA**);
 - (iii) in relation to Tax Disclosures, the Commissioner of Taxation (**ATO**); or
 - (iv) any other prescribed Commonwealth authority or regulator.

However, if a whistleblowing report is made to one of these regulators Redflex will not automatically become aware of that report and therefore may not be able to respond to it in accordance with this Policy.

- (e) Disclosure Officers are authorised to receive, handle, manage, and assist to resolve reports under this Policy. Disclosure Officers also have the authority to make reports to the Audit & Risk Committee of the Redflex Board of Directors (while keeping the identity of the whistle blower reporter confidential unless the whistle blower reporter otherwise consents).
- (f) A Disclosure Officer will keep the whistle blower's identity confidential and will not disclose the identity of the whistle blower reporter to the extent required by the Whistleblowing Legislation.

How to make a disclosure

- (g) Whistle blower reporters are encouraged make disclosures to a Disclosure Officer whether on an anonymous basis or not.
- (h) Disclosures are most useful when they include key information that offers actionable insight. Disclosures should include as much of the following information as possible if known by the person reporting the misconduct:
 - (i) **What occurred** – describe the act that is suspected or has been witnessed. It is useful to also describe what should have happened, so the report taker is clear about the nature of misconduct being described, report what occurred, the sequence of events leading up to witnessing the act, the steps observed and any actions taken to confirm suspicions or observations.



- (ii) **How the misconduct was executed** – describe any factors that may have enabled the misconduct or contributed to misconduct going undetected, being concealed or being previously unidentified.
- (iii) **Where it occurred** – the physical location/address that the misconduct occurred; the work location of those perpetrating misconduct or the location where the misconduct was observed.
- (iv) **When the misconduct occurred** – key dates of actions suspected or observed relating to the misconduct being disclosed. If a series of events occurred, offer these in chronological order if possible.
- (v) **Who was involved** – offer names and job titles of those associated with the misconduct if known or information that may help identify those that may have been associated with the misconduct. Also offer names of others that may have witnessed or played a role in the acts being reported.

No time limit on disclosures

- (i) There is no time limit associated with making whistleblowing reports. However, the sooner misconduct is reported and the more likely it is that reliable evidence will be able to be gathered as part of any investigation and Redflex can address the matter.
- (j) There may be limitations regarding legal action that can be taken in response to proven allegations, but this should not deter whistle blowers from making a disclosure about misconduct they have reasonable grounds to believe occurred. All disclosures can assist Redflex refresh risk management monitoring, training and controls.

Anonymous disclosures

- (k) Whistle blower reporters are able to make an anonymous disclosure and they will still be entitled to the protections set out in this Policy and under the Whistleblowing Legislation if the other requirements for making the disclosure are complied with.
- (l) However, it should be noted that if the whistle blower reporter's identity is not provided when making a whistleblowing report this:
 - (i) will prevent Redflex from re-contacting the whistle blower confidentially to clarify or confirm information supplied;
 - (ii) may impact on Redflex's ability to proceed with investigation - if there are gaps in information supplied that cannot be clarified directly in confidence with a whistle blower reporter;
 - (iii) will prevent Redflex from updating the whistle blower reporter on Redflex's efforts taken in response to their disclosure; and
 - (iv) may affect Redflex's ability to take steps to protect the whistle blower reporter from detriment.

- (m) If a whistle blower reporter wants to maintain complete anonymity when making a disclosure, we suggest the whistle blower reporter:
 - (i) submits their disclosure from a computer not connected to the Redflex Group's network;
 - (ii) if making the disclosure by phone, calls from an unlisted number;
 - (iii) if submitting an email, uses a private email address (e.g. like Gmail or another external email provider) – not one connected to the Redflex Group's network; and
 - (iv) refrains from telling others that they have filed a whistleblowing report.
- (n) Even if a whistle blower reporter does not make the report on an anonymous basis the person receiving the report is not generally permitted to reveal the identity of the whistle blower reporter, or information that is likely to lead to the identification of the whistle blower reporter unless the whistle blower reporter consents.

Disclosures outside of Redflex

- (o) Generally, only reports that are made to the list of people or entities set out in section 3(b) will ensure protections are afforded to the whistle blower reporter making the report. Making reports to others outside Redflex will not obtain the protection of the Whistleblowing Legislation or any other protections provided by this Policy. This is because it is important to ensure that confidential information belonging to the Redflex Group is not disclosed outside of the Group.
- (p) There are two categories of disclosure that a whistle blower reporter may make to a journalist or a Member of the Australian Parliament and still obtain the protections of the Whistleblowing Legislation. These are called Public Interest Disclosures and Emergency Disclosures.
- (q) Unless a disclosure is being made under those provisions, speaking to a journalist or a member of parliament about confidential information relation to Redflex without authorisation is not permitted and may be a disciplinary offence.

4. REDFLEX'S INVESTIGATION OF REPORTED MATTERS

- (a) Redflex will:
 - (i) assess all matters reported under this Policy regarding whether or not the Whistleblowing Legislation applies;
 - (ii) investigate all matters reported under this Policy as soon as practicable after the matter has been reported; and
 - (iii) in doing so, determine the scope and resources necessary for any investigation of a matter reported under this Policy.
- (b) A Disclosure Officer may appoint a person to assist in the investigation of a matter raised in a report.

- (c) Where appropriate, Redflex will provide feedback to the whistle blower reporter regarding the progress and outcome of any investigation. Where the whistle blower report is made through the Whistle Blower Hotline, this feedback will be given through the Whistle Blower Hotline tools.
- (d) Redflex will endeavour to conduct any investigation in a comprehensive and fair manner including ensuring procedural fairness and due process to any person accused of wrongdoing. Redflex will also afford the presumption of innocence to any person accused of wrongdoing.

5. PROTECTION OF WHISTLEBLOWERS

Confidentiality

- (a) Redflex will take all reasonable steps to ensure confidentiality of all reports made under this Policy.

Fair treatment

- (b) Redflex will take reasonable steps to ensure that all persons who make whistle blower reports are treated fairly without fear of intimidation, retaliation or adverse employment action being taken against them.
- (c) Any person who is subjected to disadvantage (including intimidation, retaliation or adverse employment action taken against them) as a result of making a whistle blower report under this Policy should inform a Disclosure Officer immediately.
- (d) Under this Policy “disadvantage” also includes termination of employment, demotion, harassment, discrimination, bias, threats, harm (including psychological harm), damage to property or other unfavourable treatment in connection with making a report.
- (e) However, “disadvantage” **does not** include a person being subjected to genuine and articulable performance management, the identification of additional training requirements for any person or the extension of any employment probationary period based on genuine and articulable performance concerns.

Protection of identity

- (f) Subject to compliance with applicable law, rules or regulations, valid search warrant or court order, Redflex will not, nor will any director, officer or Disclosure Officer, disclose your identity (either directly or by implication) as a whistle blower reporter, without your consent. Any disclosure that you consent to will be disclosed on a strictly confidential and ‘need to know’ basis and good faith attempts to retain your anonymity will be taken.
- (g) A Disclosure Officer can disclose any report without your consent to ASIC, APRA or the Australian Federal Police (AFP).

Confidentiality of books and records

- (h) Subject to compliance with applicable law, rules or regulations, valid search warrant or court order, all books and records created for the sole purpose of an

investigation into a whistle blower report will be confidential. Any disclosure of such books and records will be a violation of this Policy, other than disclosure to a Disclosure Officer, to a person within Redflex authorised to make decisions on your report, to ASIC, to APRA or to the AFP, without your consent as a whistle blower reporter.

- (i) Redflex will treat any material violation of this Policy seriously. Any material violation of this Policy will be subject to workplace discipline under Redflex's workplace disciplinary policies and procedures.

6. AUSTRALIAN CORPORATIONS ACT 2001 (CTH)

- (a) As set out above, the Corporations Act gives special protection to disclosures about potential breaches of the Corporations Act 2001 (Cth) where the following conditions are satisfied:
 - (i) the whistle blower reporter is an officer or employee of a Redflex Group company, or a person or company who has a contract for the supply of goods or services with a Redflex Group company (a 'contractor'), or an employee of such a contractor, or a relative or dependant of any such employee or officer or contractor;
 - (ii) the report is made to:
 - (A) a Disclosure Officer;
 - (B) a director, officer or senior manager of a Redflex Group company concerned;
 - (C) Redflex's external auditor (or a member of that audit team); or
 - (D) a regulator;
 - (iii) the whistle blower reporter gives their name before making a report (i.e. the report is not anonymous); and
 - (iv) the whistle blower reporter has reasonable grounds to suspect that there has, or may have, been a breach of the Corporations Act by a Redflex Group company or any of its officers or employees; or
 - (v) if the report is made to a journalist or a member of Federal Parliament, State Parliament or a legislature of a Territory, and it is a Public Interest Disclosure or an Emergency Disclosure under the Corporations Act.
- (b) The protections given by the Corporations Act when these conditions are met are:
 - (i) the whistle blower reporter cannot be subject to legal liability for making the report;
 - (ii) anyone who victimises or threatens the whistle blower reporter is guilty of an offence and may be liable for damages; and

- (iii) the person receiving the report commits an offence if they disclose the substance of the report or the whistle blower's identity, without the whistle blower's consent, to anyone except ASIC, APRA or the AFP.
- (c) Examples of conduct which may amount to a breach of the Corporations Act include:
- (i) insider trading and tipping;
 - (ii) insolvent trading;
 - (iii) breach of the continuous disclosure obligations under either or both the Corporations Act or the ASX Listing Rules;
 - (iv) failure to keep accurate financial records;
 - (v) falsification of accounts;
 - (vi) a director or other officer of the Redflex Group failing to act with due care and diligence that a reasonable person would exercise, or to act in good faith, in the best interests of the Company; or
 - (vii) a director failing to give notice of any material personal interest in a matter relating to the affairs of the Company.

7. COMPLIANCE WITH THIS POLICY

All directors, officers and employees are expected to comply with this Policy (as amended and updated from time to time). However, this Policy does not:

- (a) form part of the terms of an employee's employment and it cannot be enforced by any employee as a contractual promise; or
- (b) give rise to any expectation of a particular outcome or decision on any matter arising under or pursuant to this Policy.

8. RESPONSIBILITY FOR IMPLEMENTATION OF THE POLICY

- (a) The Group General Counsel & Company Secretary has overall responsibility for the monitoring and reviewing of the operation and effectiveness of this Policy and for making recommendations for changes to minimise risks to the Company's operations.
- (b) All employees are responsible for their own compliance with this Policy and for ensuring that the Policy is consistently applied.
- (c) All employees should ensure that they take the time to read and understand this Policy.
- (d) Any material violations of this Policy should be reported to the Group General Counsel & Company Secretary or via the Whistle Blower Hotline.



- (e) Questions regarding the content or application of this Policy should be directed to the Group General Counsel & Company Secretary.

9. REVIEW OF POLICY

- (a) The Company will review this Policy periodically to ensure it complies with applicable legal requirements and remains relevant and effective.
- (b) The Company may change this Policy at any time. However, this Policy cannot be changed without the approval of the Redflex Board of Directors.
- (c) This Policy is not intended to be contractual in nature.

10. PUBLICATION

A copy of this Policy is available on the Redflex website.

CHANGE HISTORY

Change History Log

Version	Description	Date
1.0	New Policy	1 July 2019

Annexure A

Whistle Blower Hotline Contact Details

Online Reports (24/7/365):

www.yourcall.com.au/report

Insert Organisation ID: RDF

Telephone Reports:

9:00am to 12:00am AEST - Australian Eastern Standard Time

Monday through Friday (except Melbourne holidays)

Outside these hours, Employees are encouraged to make online reports

Country of Employee Residence	Telephone Number
Australia	1300 790 228
United States of America and Canada	1 (800) 897 2761
United Kingdom	0 800 046 5662
Ireland	1800 901 751
Saudi Arabia	800 885 1000
United Arab Emirates	800 032 0344
New Zealand	0800 123 508
Malaysia	1800 814 532