



O'BRIEN® WHISTLEBLOWER POLICY



1. Purpose

O'Brien is committed to promoting and supporting a culture of honest and ethical behaviour. This policy (**Policy**) is an important element in detecting potentially corrupt, illegal or other undesirable conduct. O'Brien strongly encourages you to speak up if you suspect or witness any matters of concern. We will take all reports made under this Policy seriously.

This Policy describes the protections and measures available to whistleblowers, what matters are reportable, and how you can report your concerns without fear of reprisal, disadvantage or intimidation.

2. Background

This Policy has been developed with regard to the Australian Federal Whistleblowing Laws. At the end of this Policy document, we have placed a table which defines and explains key terms we use in this Policy with a capital letter.

3. Who can apply this policy

This Policy applies to all businesses of the O'Brien Group, including O'Brien Glass Industries Limited and O'Brien Group Services Pty Ltd (**O'Brien**).

Who is a Whistleblower?

A Whistleblower is someone who discloses Reportable Conduct.

A Whistleblower can be a current or former director, officer, employee, contractor, franchisee, licensee, supplier or volunteer. It also applies to employees, relatives, dependents or spouses of any of these people (**Eligible Whistleblowers**).

Who is not covered?

This Policy does not apply to workplace or employment related grievances for O'Brien employees, which should be dealt with under the O'Brien Grievance Policy (see section 5 below).

This Policy does not apply to third parties (other than Eligible Whistleblowers).

This Policy does not form part of any contract of employment or any industrial instrument.

4. Doing the right thing

O'Brien relies on its employees to help protect the business and grow its inclusive culture of honest and ethical behaviour. We expect everyone who works for O'Brien to comply with Our Way of Working, our policies and procedures and local laws and regulations.

You also have a responsibility to speak up without delay, using one of the many internal channels available within O'Brien if you suspect something does not look or feel right.

We encourage you to consider talking to your trusted manager, GLT member or HR Business Partner or if external to O'Brien, your O'Brien contact. We also remind you of the confidential email address ceo@obrien.com.au which is available to you. We would rather hear your concerns directly so we can resolve any issues swiftly. However, we fully understand if you have attempted to resolve a matter without success through normal channels or for other reasons you might feel more comfortable making a Whistleblowing Report.

If you make a Whistleblower Report under this Policy, we have a responsibility to protect you, including not disclosing your identity (unless required or permitted by law) and making sure you are not subject to Detrimental Conduct.

What is Reportable Conduct?

Reportable Conduct is anything you have reasonable grounds to suspect, in relation to O'Brien, that is:

- Misconduct, or an improper state of affairs or circumstances
- Conduct that breaches the laws specified in the Whistleblower Laws or other Commonwealth laws that are punishable by imprisonment for a period of 12 months or more;
- Conduct that represents a danger to the public.

Some examples of Reportable Conduct include:

- Illegal conduct such as theft, violence or threatened violence
- Offering or accepting a bribe
- Modern slavery concerns either within O'Brien or the O'Brien supply chain

Additional examples of Reportable Conduct are set out in the definition in section 6 below.

Reportable Conduct excludes personal work-related grievances as described below.

Additionally, any complaint of alleged detriment or victimisation against a person in contravention of this Policy will also be considered to be Reportable Conduct and addressed in accordance with this Policy.

5. *Personal work-related grievances*

Personal work-related grievances relate to issues which have or tend to have implications for you personally in connection with your employment. Examples include:

- decisions relating to your employment, transfer or promotion such as transfer, promotion or disciplinary action;
- a conflict between you and another employee;
- a decision relating to the terms of your employment including remuneration or bonuses;
- a complaint of bullying, harassment or other unfair treatment; or
- a decision to suspend or terminate your employment or any other disciplinary action taken against you.

Personal work-related grievances do not qualify for protection under the Whistleblower Laws or this Policy. Personal work-related grievances must be raised with your manager or HR Business Partner under the O'Brien Grievance Policy.

However, there may be some instances where a personal work-related grievance also has significant implications for O'Brien (for example, a systems error resulting in unauthorised deductions from remuneration). In this case, your report will be considered to be Reportable Conduct and handled in accordance with this Policy.

6. *How do I make a Whistleblower Report?*

When can I make a Whistleblower Report?

Before making your Whistleblower Report, you should satisfy yourself that you have reasonable grounds to suspect Reportable Conduct. 'Reasonable grounds to suspect' is based on the objective reasonableness of the reasons for the suspicion. In practice, a mere allegation with no supporting information is unlikely to reach that standard.

However, a Whistleblower does not need to prove their allegations. Additionally, you will not be penalised and can still qualify for protections even if the information turns out to be incorrect. However, you must not make a report you know is not true or is misleading. Intentionally making a false report will result in disciplinary action. There may also be legal consequence if you knowingly make a false report.

How can I make a Whistleblower Report?

O'Brien has several channels for making a report if you become aware of any issue or behaviour which you consider to be Reportable Conduct.

To qualify for protection under the law as whistleblower, you must make a disclosure either internally to the Protected Disclosure Officers (specified below) or to external parties, such as a lawyer, or a regulatory body such as ASIC. We encourage you to report all Reportable Conduct internally in the first instance, but if you do not feel comfortable doing that, you have the option of reporting externally.

Internal Reporting

If you are employed or engaged as a contractor by O'Brien, you may raise the matter with an officer or senior manager. At O'Brien, this means the Executive Leadership Team.

Reports may also be made to any of the following Whistleblower Report Officers (WRO) directly:

Managing Director	P Lumsdaine
Group Legal Director	A Smart
Group People & Leadership Director	M Penfold
Group Financial Director	N Woolley

You will find the contact details of the above WRO through your Outlook account.

Reports may also be posted to C/- Unit 1, 45 Davies Road, Padstow NSW 2211 (marked to the attention of one of the above WRO).

A manager in receipt of a report must take the matter to WRO (specified below) in accordance with the protocols regarding confidentiality set out in section 7 below.

External Reporting

If you are not employed by O'Brien or are not comfortable reporting internally, you may make a report to the O'Brien external and independent whistleblowing service by calling the Speak Up Line on 1800 121 889. The operators taking the call on this hotline are not associated with the O'Brien Group. They are trained and experienced specialists dedicated to dealing with whistleblowers and their concerns. You will be provided with a confidential reference number by the operator.

All reports from the Speak Up Line will be forwarded to the Legal Director and People and Leadership Director for action. Reports may be made anonymously but if you provide your details to the operator, those contact details will only be provided to the WRO if you consent.

You may also report to a lawyer, for the purposes of obtaining independent legal advice. Even if the lawyer concludes that the disclosure is not Reportable Conduct, you may still be protected under the law. Or you may report to a regulatory body such as ASIC or APRA or another Commonwealth body prescribed under the law.

7. *What should I include in the report*

You should provide as much detailed information as possible so that your report can be investigated. Some useful details include:

- date, time, location;
- name of person(s) involved;
- general nature of your concern;
- how you became aware of the issue;
- possible witnesses to the events and any evidence of the events (e.g. documents, emails); and
- any other information that you have to support your report.

If a report does not contain sufficient information to form a reasonable basis for investigation, the investigator will request additional information from you. If this additional information cannot be obtained and the investigation is unable to be carried out, the report will be closed and you will be informed.

8. *Should I make a Whistleblower Report anonymously?*

You can choose to make your disclosure anonymously and if so, you will still be protected under the Whistleblower Laws. However, requiring complete anonymity may make it practically difficult for us to investigate the issue or take the action we would like to take.

By letting us know who you are, we can contact you directly to discuss your concerns which will help us investigate the Whistleblower Report more quickly and efficiently.

Identity Protection

Where you make a disclosure, your identity (or any information which could identify you) will only be shared where you provide consent; or O'Brien is permitted, or otherwise required, by law.

However you should be aware that in certain circumstances, the WRO does not need your consent to share your disclosure if:

- the information does not include your identity;
- we have taken all reasonable steps to reduce the risk that you will be identified from the information;
- disclosure is necessary to prevent or lessen a threat to a person's health, safety or welfare;
- it is reasonably necessary for investigating the issues raised in the Whistleblower Report.

9. *What protection will I have as a Whistleblower?*

A Whistleblower must make a Whistleblower Report directly to a WRO to qualify for protections under the Whistleblower Laws and this Policy.

These protections include:

- Identity protection (refer section 2)
- Protection from Detriment
- Compensation and remedies; and
- Civil, criminal and administrative liability protection.

We are committed to taking all reasonable steps to protect you from Detriment as a result of making a report under this Policy and the Whistleblower Laws.

Detrimental Conduct is not tolerated

O'Brien does not tolerate retaliation or adverse action relating to a Whistleblower Report (including action designed to prevent a Whistleblower Report from being made).

Examples of Detrimental Conduct include: dismissal of an employee, injury of an employee in the workplace, altering an employee's position or duties, discrimination, harassment or intimidation, harm or injury to a person (physical and psychological), damage to property, damage to a person's reputation, damage to a person's business or financial position or any other damage.

Examples of actions that are not Detrimental Conduct may, for example, include:

- managing a Whistleblower's unsatisfactory work performance, if the action is in line with O'Brien's performance management framework
- administrative action that is reasonable to protect the Whistleblower from Detriment

Anyone found to have victimised or disadvantaged someone for making, or proposing to make, a disclosure under this Policy will be subject to disciplinary action.

O'Brien takes all allegations of Detrimental Conduct very seriously. If you believe you have suffered personal disadvantage in violation of this Policy, we encourage you to report this immediately to a WRO or the Speak Up Line. Your concerns of being disadvantaged will be treated as a report of Reportable Conduct, and this Whistleblower Policy will apply.

False or misleading disclosures

A report may have serious consequences, including potential damage to the career prospects and reputation of people who are the subject of allegations of wrongdoing.

When making a disclosure, you will be expected to have reasonable grounds to suspect the information you are disclosing is true, but you will not be subject to a penalty if the information turns out to be incorrect. However, you must not make a report that you know is not true or is misleading. False or misleading disclosures will be considered a serious matter that may result in disciplinary action. There may also be legal consequences if you make a knowingly false report.

Making a report without reasonable basis does not qualify you for protection under the law or under this Policy.

10. How will my matter be investigated?

Who will assess or investigate my matter?

All Whistleblower Reports will be considered by the WROs, who may appoint a person to investigate the matter raised in the Whistleblower Report.

What is the investigation process?

While the particular circumstances of each Whistleblower Report may require different investigation steps, all investigations will:

- Follow a fair process;
- Be conducted as quickly and efficiently as the circumstances permit;
- Determine where there is enough evidence to substantiate the matters reported; and
- Be independent of the person(s) concerned with the allegations.

O'Brien will provide you with feedback, as appropriate on the progress and expected timeframes of the investigation, subject to the privacy and confidentiality rights of any individual under investigation and any other confidentiality requirements.

Fair treatment of the individuals mentioned in the Whistleblower Report

The investigation process outlined in this Policy is also designed to allow fair treatment of any individuals mentioned in the disclosure; including:

- Disclosures will be handled confidentially;
- Matters reported will be assessed and may be subject to an investigation;
- There will be a presumption of innocence until the outcome of the investigation is determined; and
- The purpose of the investigation is to determine whether there is enough evidence to substantiate the matters reported.

What happens after an investigation?

O'Brien will notify you once an investigation has been completed, but please be aware that O'Brien may be unable to disclose particular details or the outcome of the investigation.

What happens if a report has been substantiated?

If a report has been substantiated, O'Brien will consider whether changes to our processes and systems are required to reduce the likelihood of the Reportable Conduct happening again.

Where a person is found to have engaged in misconduct, the matter will be dealt with in accordance with O'Brien's disciplinary procedures. This may result in disciplinary action including dismissal.

If you implicate your own conduct in the report you will not be given immunity from investigation, disciplinary action, criminal prosecution and/or civil liability. The same applies to anyone assisting in an investigation. However, O'Brien will take your disclosure and cooperation with the investigation into consideration when determining disciplinary or other actions.

O'Brien will report serious criminal matters to the police or other appropriate regulatory authorities.

11. *What support do I have?*

O'Brien will support you where you have concerns about Detrimental Conduct or the investigation process.

Employee Assistance Program

Current employees (and their immediate family members) may access O'Brien's confidential Employee Assistance Program.

Although O'Brien will endeavour to support all Whistleblowers, we will not be able to provide the same practical support to non-Employees that it provides to current Employees. Consequently, the processes in this Policy will be adapted and applied to the extent reasonably possible.

Raising concerns about actions taken

You should immediately inform a WRO if you are concerned that:

- you may be, are being, or have been subjected to Detrimental Conduct;
- there has been a disclosure of your identity contrary to this Policy; or
- your disclosure has not been dealt with in line with this Policy.

Alternatively, you can raise your concerns through the Speak Up Line or with a Regulator.

12. *Breach of this Policy*

Breaches of this Policy may be regarded as misconduct, which may lead to disciplinary action (including termination of employment or engagement). An individual may also be exposed to criminal or civil liability for a breach of relevant legislation.

Any alleged breach of this Policy will be taken seriously and, if appropriate, will be separately investigated. Potential or realised breaches of obligations outlined in this Policy must be escalated to the HR Manager or People and Leadership Director (as appropriate) and, if appropriate, will be separately investigated.

13. Escalation and Group reporting procedures

On a quarterly basis, the People and Leadership Director (in consultation with the Legal Director) will consider all reports made under this Policy. Reporting will be provided to the O'Brien executive leadership team and the relevant Belron® Board on a quarterly basis. Reports will be provided on a thematic basis only and not contain information that could lead to the identification of a whistleblower.

14. Review of this Policy

This Policy will be reviewed from time to time (but at least every 2 years) so that it complies with relevant standards and legislative requirements, as well as the changing nature of the business. This Policy may be amended, withdrawn or replaced from time to time at the discretion of O'Brien.

15. Publication of this Policy

This Policy will be available internally on the O'Brien intranet to inform for all current employees and directors. It will also be published on the O'Brien public website.

16. Definitions

Defined terms are capitalised in this Policy. Those terms have the meaning given to them below.

ASIC	Australian Securities and Investments Commission.
Detrimental Conduct	Detrimental Conduct is negative action taken against any person who, in good faith, makes a Whistleblower Report or assists or participates in an investigation of the disclosure and as a result suffers Detriment.
Detriment	Examples of Detriment can include, but are not limited to: <ul style="list-style-type: none"> • dismissal of an employee or alteration of an employee's position/ duties to their disadvantage, or negative performance feedback that is not reflective of actual performance • harassment, intimidation, or bullying or • threats to cause detriment.
Eligible Whistleblower	Certain individuals are eligible for protection as a Whistleblower under this Policy. These individuals include all current and former partners, directors, officers, company secretaries, Employees, secondees, contractors, suppliers (or their employee or subcontractor) and volunteers (except as noted below). It also applies to relatives, dependents or spouses of any of these people.
Reportable Conduct	Reportable conduct is anything that you have reasonable grounds to suspect, in relation to O'Brien is: <ul style="list-style-type: none"> • misconduct, or an improper state of affairs or circumstances; • conduct that constitutes a contravention of laws specified in the Whistleblower Laws or other Commonwealth laws that are punishable by imprisonment for a period of 12 months; or • represents a danger to the public or the financial system.

Reportable Conduct	<p>Section 9 of the Corporations Act 2001 defines ‘misconduct’ to include ‘fraud, negligence, default, breach of trust and breach of duty’. The phrase ‘improper state of affairs’ is not defined and is intentionally broad. It may, for example, indicate a systemic conduct issue. Examples of Reportable Conduct concerning O’Brien include, but are not limited to:</p> <ul style="list-style-type: none"> • illegal conduct, such as theft, violence or threatened violence, and criminal damage against property; • fraud, money laundering or misappropriation of funds; • offering or accepting a bribe; • financial irregularities; • failure to comply with, or breach of, legal or regulatory requirements; and • engaging in or threatening to engage in Detrimental Conduct against a person who has made a disclosure or is believed or suspected to have made or be planning to make a disclosure. • conduct of a senior Executive to whom you might otherwise have reported an incident <p>Reportable Conduct excludes personal work-related grievances. A personal work-related grievance is a report of behavior that has implications for the discloser. Examples include:</p> <ul style="list-style-type: none"> • an interpersonal conflict between you and another Employee, or • a decision relating to your employment or engagement, such as a transfer, promotion, or disciplinary action.
Regulator	A Commonwealth authority prescribed in the Whistleblower Laws, such as ASIC, APRA or the ATO.
We	We means O’Brien.
Whistleblower	An Eligible Whistleblower who makes a disclosure of Reportable Conduct in the manner described in this policy.
Whistleblower Laws	This policy is compiled to comply with Part 9.4AAA Protection for Whistleblowers of the Corporations Act 2001 or Part IVD Protection for Whistleblowers of the Taxation Administration Act 1953 as amended by the Treasury Laws Amendment (Enhancing Whistleblower Protections) Act 2019.
Whistleblower Report	A Reportable Conduct disclosure made by a Whistleblower that is being treated in accordance with this policy.
Whistleblower Report Officer or WRO	<p>A WRO is a person who has been nominated to receive disclosures of Reportable Conduct from a Whistleblower. The following are WRO’s of O’Brien:</p> <p>CEO and Managing Director Group Legal Director Group People & Leadership Director Group Financial Director</p>