

Whistleblower Policy

Purpose

The BAE Systems group ("the Group") is committed to building a responsible culture where individuals who disclose wrongdoing can do so confidently and without fear of retaliation. This is embodied in the Operational Framework and the Code of Conduct, which detail the standards, behaviours and ways of working expected of all employees and which are applicable to all parts of the Group.

This Policy sets out information specifically related to whistleblowers within Australia, and supplements the Group guidance which can be found in the [Code of Conduct](#) and, for the Group's employees, via the [Speak Up](#) guide.

Scope

Any individual, regardless of their relationship with the Group, is able to raise a concern regarding the Group in accordance with the Code of Conduct.

Australian regulations which are applicable to BAE Systems Australia Limited or a related body corporate ("the Company") stipulate additional arrangements which apply to **eligible whistleblowers**. This Policy sets out the particular arrangements which apply in respect of such **eligible whistleblowers**.

Definitions

Eligible whistleblower	An eligible whistleblower is an individual who: <ul style="list-style-type: none"> • Is a discloser; • Discloses information regarding a disclosable matter; and • Makes a disclosure directly to an eligible recipient.
Discloser	A discloser is: <ul style="list-style-type: none"> • An officer or employee of the Company; • A supplier to the Company or an employee of such a supplier; • An associate of the Company; or • A relative, dependent or spouse of any of the above.
Disclosable matter	A disclosable matter is a matter where the discloser has information which provides reasonable ground for concern of: <ul style="list-style-type: none"> • An improper state of affairs, or misconduct in relation to the Company (eg, fraud, negligence, offering or accepting a bribe, failure to comply with legal or regulatory requirement, questionable business behaviours or practices) – note that such disclosures may not involve a breach of law; • An offence against certain types of laws (eg, the <i>Corporations Act</i>, the <i>Banking Act</i>, the <i>Tax Administration Act</i>, etc) or an offence which is punishable by imprisonment for a period of 12 months or more; or • A danger to the public or financial system.

This document contains information proprietary to BAE Systems Australia Limited or to another party to which BAE Systems Australia Limited may have a legal obligation to protect such information from unauthorised disclosure. Any processing of personal information pursuant to this document and any related subordinate documents will be in accordance with the BAE Systems Australia Privacy Notice which can be found at <https://www.baesystems.com/en-us/bae-systems-privacy-notice>. Subject to the express terms of any Contract between BAE Systems Australia Limited and the party to which this document is revealed, any disclosure, use or duplication of this document or of any of the information contained herein for other than the specific purpose for which it was disclosed is expressly forbidden, except as BAE Systems Australia Limited may otherwise agree in writing. Any use, duplication or disclosure of information contained in this document is subject to the mandates on the management of documents set out in BAES Document Creation, Retention and Disposal Policy [759/OF/024](#).

Unpublished Work ©2019 BAE Systems. All Rights Reserved

<p>Eligible recipient</p>	<p>An eligible recipient is:</p> <ul style="list-style-type: none"> • A member of the Company’s Executive Leadership Team or the Senior Leadership Team; • An internal or external auditor, including a member of an audit team conducting an audit, or actuary of the Company or related body corporate; or • An Ethics Officer (including via the Ethics Helpline). <p>In addition, disclosures to either the Australian Securities and Investments Commission (“ASIC”) and/or the Australian Prudential Regulation Authority (“APRA”) are also disclosures to eligible recipients. In very limited cases where the disclosure is a public interest disclosure or an emergency disclosure, a disclosure to a journalist or a parliamentarian will also be a disclosure to an eligible recipient. Specific rules apply to these types of disclosures in order for the protection to apply, and individuals are urged to seek independent legal advice prior to making such a disclosure. Disclosure to an independent legal practitioner for the purposes of obtaining personal legal advice or legal representation about the operation of the whistleblower provisions is a disclosure to an eligible recipient.</p>
----------------------------------	--

Application of this Policy

This Policy applies to disclosures made by an eligible whistleblower.

This policy does not apply to:

- Disclosures which are made by an individual who does not fall within the definition of an **eligible whistleblower**. Such disclosures will still be investigated and managed in accordance with the Group’s Code of Conduct, but will not be covered by the provisions of this Policy or protected by the relevant legislation. Such disclosures may, however, be protected by other legislation, for instance the *Fair Work Act*.
- Individuals raising a personal work-related grievance. These are disclosures which relate solely to the employment of the individual making the disclosure and do not qualify for protection – for example, a complaint about disciplinary action, a complaint about terms and conditions of employment etc. Concerns about these matters should be raised via the Company’s grievance procedure.

NOTE: a disclosure concerning a personal work-related grievance may qualify for protection if:

- It includes information about a **disclosable matter** (mixed-report);
- It is made to an independent legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of whistleblower legislation, even where the relevant solicitor concludes that the disclosure does not relate to a **disclosable matter**; or
- The **discloser** suffers from or is threatened with victimization or detriment for making the disclosure.

Making a Disclosure

How to make a disclosure

The Company strongly encourages all **eligible whistleblowers** to make any disclosures through either the Group's Ethics Helpline or, for employees, via an Ethics Officer. The Ethics Helpline is available for anyone to use, is run on the Group's behalf by an external company which specialises in operating confidential telephone reporting systems, and is open 24 hours per day, 7 days per week. Calls to the Ethics Helpline are free and are not recorded. Contact details for the Ethics Helpline are set out in Annex A to this Policy and can also be found in the Group's [Code of Conduct](#).

Alternatively, disclosures can also be made directly to **eligible recipients** in person, via post or email.

While individuals are encouraged to report any concerns that they may have, they are strongly discouraged from reporting a matter which they know to be false.

Anonymity

The Company strongly encourages **eligible whistleblowers** to identify themselves. This is because doing so will assist the Company to fully investigate the concern raised, and will also allow the Company to provide support and feedback regarding the concerns raised.

Notwithstanding the above, **eligible whistleblowers** are not required to disclose their identity when raising concerns, and may choose to remain anonymous while making a disclosure, over the course of the investigation and/or after the investigation is finalised. Anonymous disclosures will still be protected under the Corporations Act. **Eligible whistleblowers** may also refuse to answer questions where they are concerned that this may reveal their identity.

In support of this, both the Group's Ethics Helpline and the Company's Ethics Officers are set up to enable whistleblowers to maintain anonymity. Should an **eligible whistleblower** choose to remain anonymous, the individual shall be provided with a reference number and the matter will be assigned to the Company's Ethics Lead. This allows for follow up questions which may assist the assessment or for feedback to be given, and also allows the **eligible whistleblower** to provide further information or request an update on the matter.

Save where the **eligible whistleblower** has consented to the disclosure of their identity, it is unlawful to disclose information either pertaining to the individual's identity or which may lead to the individual's identification unless any of the following applies:

- The **eligible whistleblower's** identity is disclosed to ASIC, APRA, the Commissioner of Taxation, or a member of the Australian Federal Police;
- The **eligible whistleblower's** identity is disclosed to an independent legal practitioner for the purposes of obtaining legal advice or legal representation about the whistleblower provisions; or

both of the following apply:

- The Company has taken all reasonable steps to reduce the risk that the **eligible whistleblower** will be identified from the relevant information disclosed; and
- It is reasonably necessary to disclose the information for the purposes of investigating the issues raised in the disclosure.

Handling and Investigating a Disclosure

Any disclosure raised with the Company shall be investigated appropriately, depending on the nature of the concern raised (including, where the circumstances warrant it, through a formal in depth investigation). Typically, such an investigation shall include:

- Gathering information from the **discloser** (if this is possible, having regard to the **eligible whistleblower's** right to anonymity);
- Gathering information from other individuals whom the Company understands may have been involved in or have information about the relevant matter; and
- Reviewing any other information relevant to the matter.

All investigations shall be handled confidentially, sensitively and in a timely manner having regard to the relevant circumstances, and **eligible whistleblowers** shall be kept updated regarding the progress of the investigation, subject to having a means of contacting them.

The findings from any investigation will either be recorded in the Group's Archer tool which records the outcome of all ethics concerns and is overseen by the Group's Ethics Committee, or in an investigation report. Subject to having a means of contact and it being appropriate to do so, the **eligible whistleblower** will usually be provided with feedback regarding the outcome of the investigation.

Protection for eligible whistleblowers

Regardless of the **eligible recipient** to whom a disclosure is made, an **eligible whistleblower** has the following protections:

- Identity protection;
- Protection from detrimental acts or omissions (for example, dismissal, discrimination, harassment, altering an employee's position to their disadvantage etc);
- A right to compensation or other remedies, where the **eligible whistleblower** suffers loss, damage or injury because of a disclosure, in circumstances where the Company has failed to take reasonable precautions and exercise due diligence to prevent detrimental conduct; and
- Protection from civil, criminal and administrative liability in respect of their disclosure.

Eligible whistleblowers should seek independent legal advice in the event of concern.

The Company shall ensure that any actions taken to protect an **eligible whistleblower** from detriment, such as moving desks or changing line management, are actioned in accordance with the Company's policies. These are examples of actions which are not detrimental conduct as their intention is to support and protect the **eligible whistleblower**.

NOTE: the protections above will continue to apply to an **eligible whistleblower**, even if the disclosure turns out to be incorrect.

Fair treatment of individuals mentioned in a disclosure

The Company shall ensure the fair treatment of all individuals who are mentioned in a disclosure raised by an **eligible whistleblower**, including those who are the subject of a disclosure.

Investigations by the Company shall be fair, objective and independent.

Where possible, an individual who is the subject matter of the disclosure shall be advised of the investigation and where the individual is an employee, no detrimental action will be taken against the individual outside of the Company's Disciplinary Procedure.

Employees requiring support in respect of a disclosure or consequent investigation may access the Employee Assistance Program (EAP), which is a confidential and free counselling and can be contacted on 1300 OUR EAP (1300 687 327).

How to lodge a complaint

The Company would like to identify and address wrongdoing as early as possible. If you have a concern regarding adherence of this Policy or a breach of confidentiality please first contact the Company's Ethics Lead so that your concern can be promptly investigated. If you are not satisfied with the outcome of the investigation, the matter will be escalated to the Chief Counsel. The Company is not obliged to reopen the investigation however, the Chief Counsel can conclude a review if they find that the investigation was conducted properly, or new information is either not available or would not change the findings of the investigation.

If you are still not satisfied with the outcome of the investigation, you may lodge a complaint with a regulator, such as ASIC, APRA or the ATO.

Access to this Policy

This Policy shall be made available via the Company's intranet and internet site.

In addition to the Company's annual Business Conduct Training, the Company shall provide training about this Policy to all employees including to those who are **Eligible Recipients**.

Further Information

Further information regarding Australia's whistleblowing regime can be found here:

- Through [ASIC](#)
- Through [APRA](#)
- Through the [Australian Taxation Office](#)

Further information regarding the Group's approach to whistleblowing can be found here:

- [Code of Conduct](#)
- [Speak Up](#) (guidance for the Group's employees)
- [Ethics Helpline](#)

Individuals seeking further information regarding matters set out in this Policy can contact the Company's Ethics Officers (if they are employees), or seek advice from an independent legal adviser.

ANNEX A – ETHICS HELPLINE CONTACT INFORMATION

Email: ethics.helpline@baesystems.com

Website: www.expolink.co.uk/ethics-report

Telephone: 1800 803 732