

Speak Up Policy

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Speak Up Policy

Purpose

Wilson is committed to creating and maintaining high standards of corporate governance and ethical conduct across all of our businesses and locations globally. Wilson expects all of its employees, consultants and contractors who have been engaged to provide services to Wilson, to act with honesty and integrity in maintaining these high standards.

The purpose of this Policy is to:

- encourage all individuals to report any concerns regarding actual or suspected illegal, unethical or unacceptable conduct;
- explain how to make a disclosure and what protections a Discloser will receive;
- outline the processes at Wilson for responding to disclosures; and
- promote a workplace environment in which everyone feels safe, supported and encouraged to speak up.

Actual or suspected illegal, unethical or unacceptable conduct is referred to in this Policy as Improper Conduct (defined below).

Wilson will not tolerate anyone being discouraged from speaking up about potential or actual Improper Conduct, or being disadvantaged or victimised because they want to make a report or have done so. This Policy explains the mechanism whereby a person can report their concerns freely and without fear of reprisal or intimidation. It also addresses the protection provided to individuals making a report and deals with confidentiality and provides an overview of Wilson's process for responding to reports.

Wilson's attitude is "**when in doubt: report it**"

This Policy is a part of Wilson's Code of Conduct Framework, which endeavours to promote and maintain a professional working environment based on honesty and ethical behaviour and in which everyone feels safe, supported and encouraged to report Improper Conduct.

A failure to make a report about Improper Conduct may expose Wilson to additional risks and undermine our culture and values.

Policy

Any person who makes a report about Improper Conduct to Wilson must not be subject to victimisation, reprisal or retribution because of their actions. Complying with this Policy is a requirement of ongoing employment or engagement with Wilson. We take the protection of Disclosers very seriously. Disciplinary action, up to and including termination of employment or engagement, may be taken against any person found to have disadvantaged or victimised a person because they want to, or have, made a report about Improper Conduct.

This protection will apply to any bona fide report by a Discloser, regardless of whether the matter has been substantiated or not. Any person making a disclosure will be expected to have reasonable grounds to suspect the information being disclosed is true, but the Discloser will not be penalised if the information turns out to be incorrect. However, a Discloser must not make a report that they know to be false or misleading. A Discloser who has knowingly made a false report may be in breach of the Wilson Code of Conduct and / or other Wilson policies and may be subject to disciplinary action up to and including termination of their employment or engagement.

For the avoidance of any doubt, any person that engages in Improper Conduct including, but not limited to fraud, corruption or conduct which amounts to a deliberate and serious breach of applicable laws, in the course of his/her normal duties may be subject to disciplinary action up to and including termination of the employment or the engagement.

Any person or organisation who has any concern about any Improper Conduct or non-compliance with Wilson policies, procedures or applicable laws by any Wilson employee is invited to make a disclosure in accordance with this Policy or lodge a complaint in accordance with the Complaint Policy, as applicable.

Definitions

Improper Conduct:

Examples of **Improper Conduct** include, but are not limited to, the following:

- A breach of regulations or laws;
- Dishonest, unethical or corrupt behaviour, including soliciting, accepting or offering a bribe, facilitation, payments or other such benefits;
- Fraudulent activity e.g. falsification or alteration of accounting or other documents, theft of assets, suppression or omission of the effects of transaction from records and documents, recording of transactions without substance, misuse of private and confidential information for personal gain, and misuse of Wilson's resources for personal gain;
- Illegal activity (including theft, drug sale/use, violence or threatened violence and property damage);
- Impeding internal or external audit processes;

- Improper behaviour relating to accounting, internal accounting controls, actuarial, or audit matters.
- Conduct that creates a risk to the health and safety of employees, contractors, consultants, suppliers, public health or safety, or the environment;
- Substantial mismanagement of Wilson's resources;
- Unauthorised use of Wilson's confidential information;
- Corrupt conduct with the use of intentional deception to obtain an illegal advantage, or provide an illegal advantage to an employee, contractor, supplier of another third party;
- Giving to customers, or receiving from a supplier, gifts and/or entertainment which could be seen as a kickback, bribe or pay off from a customer or supplier;
- Payments to a government entity or official for the purpose of obtaining or retaining a business opportunity or other advantage;
- Anti-competitive behaviour;
- Victimisation or harassment;
- Accepting or providing offers of promises of an illegal advantage by doing or not doing certain functions in the course of an individual employment; and
- Conduct that is detrimental to Wilson's business and/or reputation; and
- Concealment of Improper Conduct.

Discloser:

Refers to the person reporting Improper Conduct under the terms of this Policy.

Scope

Who is covered by this Policy?

This Policy applies to all employees across New Zealand, and to all consultants and contractors who have been engaged to provide services to Wilson and our related companies.

Wilson encourages everyone to speak up about Improper Conduct. People must not discourage any individual from making a disclosure and to do so may itself breach this Policy. If any person is told not to raise a concern, even by their Manager or a person in authority, they are encouraged to make a further disclosure to a different Disclosure Officer.

When does this Policy apply?

The application of our Policy is not limited to the workplace or standard working hours. Our expectations for how our people behave and conduct themselves extend to any work-related context including, but not limited to work travel; attending external events such as conferences or training; work functions or parties; and when entertaining clients, providers or customers.

Responsibilities

All Individuals: are encouraged to report any known or suspected instances of Improper Conduct in accordance with this Policy, and are responsible for familiarising themselves and complying with this Policy. This responsibility extends to contractors and consultants.

Any individual may report a matter directly or anonymously. Feedback on the outcome of the matter raised will be provided where appropriate.

All individuals are responsible for behaving in a fair and legal manner and to be seen to be doing so. All individuals are expected to comply with and support any investigation or other process being undertaken under this Policy including keeping matters confidential to the extent Wilson or the law requires.

All Managers/Supervisors: who receive a verbal or written complaint from a Discloser are required to notify a member of the Human Resources Team immediately, or as soon as reasonably possible following a report being made. If the Human Resources Team are not a viable option, the complaint should be referred to a Disclosure Officer.

Disclosure Officers (DO): are designated with responsibility for receiving Discloser confidential reports in relation to Improper Conduct.

Investigating Officer (IO): the role of the IO is to investigate the substance of the complaint in order to determine whether there is evidence in support of the matters raised which may need to be taken further.

Human Resources Team: are responsible for maintaining this Policy and for providing procedurally relevant guidance and support in the interpretation of this Policy and supporting relevant parties in the resolution of any reported situation.

Making a report

Reporting actual or suspected improper conduct

In the first instance, the Discloser is encouraged to make a Disclosure to their immediate Manager/Supervisor or a member of the Human Resources Team. This can be an opportune time to clarify the incident, ask questions and become familiar with our internal Grievance Policy. At all times, discussions will remain confidential. Any Manager/Supervisor or Human Resources Team member receiving a Disclosure (other than individual grievances not covered by this Policy) will inform a Disclosure Officer.

Where it is not appropriate to make a Disclosure to a Manager/Supervisor or the Human Resources Team (for example, because they are involved in the Improper Conduct), or the Discloser does not feel comfortable in doing so, the Disclosure may be made to:

- to the external, independent reporting service (“the Wilson Group Speak Up Service”) –
 - via the internet (www.wilsongroupspeakup.deloitte.com.au);
 - by calling 1800 325 033; or
 - by emailing wilsongroupspeakup@deloitte.com.au
- any officer or senior manager of Wilson;
- Wilson’s auditor or actuary; or
- a designated Disclosure Officer.

The role of Disclosure Officers is to ensure that the Discloser is heard by Wilson and appropriate follow-up occurs, as well as to ensure that the Discloser feels supported and protected. The Disclosure Officer will, where appropriate, refer a matter to an Investigating Officer for further investigation. The investigation process is described below.

The current Disclosure Officers are:

Lara Donnini, Chief People Officer on +61 3 9224 0244
(email: lara.donnini@wilsongroupau.com);

John Rogers, CEO Strategy and Operations on +61 3 9936 3401
(email: john.rogers@wilsongroupau.com);

Paul Brazier, General Manager, Specialist Security on +61 3 9936 3406
(email: paul.brazier@wilsonsecurity.com.au);

Gaby Czarnota, Group Workplace Relations Manager on +61 3 9224 0313
(email: gaby.czarnota@wilsongroupau.com); and

Laura Burchell, Legal Counsel Property on +61 3 9224 0273
(email: laura.burchell@wilsonparking.com.au).

Reporting non-compliance outside the company

It is Wilson's aim to ensure that people do not feel the need to discuss Wilson company concerns outside of Wilson, however, nothing in this Policy should be interpreted as restricting an individual from raising issues or providing information to an external party, in accordance with any relevant law, regulation or other code or standard. Wilson strongly encourages individuals to seek advice before reporting a concern to anyone external.

Discloser Protection

Wilson will support Disclosers who raise concerns under this Policy. Disclosers must not suffer detrimental treatment as a result of raising a concern which they believe to be true.

Confidentiality

Wilson will treat all Discloser reports as confidential and limit any disclosures to a strictly "need to know" basis. Where required, Wilson will obtain a Discloser's consent prior to any future disclosure of their identity or the content of their disclosure.

Preliminary Investigation Process

Bona fide (genuine/real) reported matters may be subject to investigation. As all situations are different, where an investigation of Improper Conduct takes place, it will be conducted in a manner appropriate to the circumstances.

The investigation process, the decision as to who investigates and the extent of any investigation, will vary depending on such things as the nature of the Improper Conduct alleged, and the amount and detail of information provided.

What Information Is Required?

For a report of suspected Improper Conduct to be investigated, it must contain sufficient information for Wilson to form a reasonable basis for considering the report to be genuine and to form a reasonable basis for taking further steps to investigate. It can be oral or in writing and the Discloser should, where possible, provide:

- Their name (unless reported anonymously);
- Nature of the issue or complaint;
- All relevant facts giving rise to the complaint;
- Name of the relevant Wilson division;
- Where the complaint has arisen; and
- Names of the Wilson employee(s)/contractor(s) involved.

Disclosers will also be asked to declare:

- that they have provided true and accurate information of the events that have occurred and that led to the complaint; and

- that the Discloser consents to the disclosure of their name and the information contained in their disclosure as required for the purpose of any investigation or reporting.

Making an anonymous disclosure

Disclosures can be made anonymously if the person making the disclosure does not want to reveal their identity. It is recognised that sometimes anonymous reports limit the extent of information available for consideration and investigation, and limit Wilson's ability to seek further information from the Discloser and investigate the matter effectively.

The Disclosure Officer (or other person receiving the disclosure) will seek the Discloser's consent before recording the Discloser's name. Disclosers should feel supported and safe in providing information, and to consent to the limited sharing within Wilson of their identity. Disclosers are encouraged to provide their name, as this will assist Wilson's investigation of the disclosure. However, they are not required to do so, and if the discloser elects to remain anonymous, Wilson will investigate the disclosure as best as possible in the circumstances. However, an investigation may not be possible unless sufficient information is provided.

Anonymous Disclosers may, if they wish, decide to provide a discreet email address for communication, without disclosing their identity, to enable a level of follow up.

How Wilson will respond

Initial Response and Investigation Process

Disclosures made under this Policy will be received and treated sensitively and seriously, and will be dealt with fairly and objectively. Wilson will apply the protections described below when responding to or investigating disclosures.

While making a disclosure does not guarantee that the disclosure will be formally investigated, all reports will be assessed and considered by Wilson and a decision made as to whether they should be investigated. Wilson's response to a disclosure will vary depending on the nature of the disclosure (including the amount of information provided).

If appropriate, Disclosers will be told how Wilson has decided to respond to their disclosure, including whether an investigation will be conducted. This may not occur until after an investigation has been concluded. However, it may not always be appropriate to provide Disclosers with this information, and may not be possible unless contact details are provided when making the disclosure.

Other people, including employees or external advisers, may also be asked to assist or conduct the investigation. Any investigation commenced will be conducted in a timely manner appropriate to the circumstances and will be fair and independent from any persons to whom the disclosure relates. Depending on the circumstances, the Company may appoint an internal or external investigator, or other additional resources (for example, a specialist with IT or forensic investigatory

skills) seconded internally or sourced externally where required to supplement the investigator in order to conduct a formal investigation. Depending on the nature of the complaint and as a guide, the investigation procedure and report may follow the same procedure as outlined in the Complaint Procedure.

All employees and contractors must cooperate fully with any investigations.

Unless there are confidentiality or other reasons not to do so, persons to whom the disclosure relates will be informed of the allegation at an appropriate time, and will be given a chance to respond to the allegations made against them. Where appropriate, they will be informed of the findings of the investigation. Where a Discloser's complaint is considered bona fide and where there is enough information, the matter will be formally reported to the Chief People Officer (if they are not already across the matter as a Disclosure Officer).

Protections available

Wilson is committed to making sure that Disclosers do not suffer detriment because they speak up. The protections offered will be determined by Wilson and depend on things such as Improper Conduct and people involved. Protections may include the following, in Wilson's absolute discretion:

- monitoring and managing the behaviour of other employees;
- relocating employees (which may include the people alleged to have been involved in the Improper Conduct) to a different division, group or office;
- offering the Discloser a leave of absence or flexible workplace arrangements while a matter is investigated;
- a Discloser may access the Wilson Employee Assistance Program and may also request additional support from Wilson (such as counselling or other support services); and/or
- rectifying any detriment that the discloser has suffered.

A Discloser's identity (and any information that Wilson has because of their disclosure that someone could likely use to work out the Discloser's identity) will only be disclosed if:

- the Discloser gives their consent to Wilson to disclose that information; or
- the disclosure is allowed or required by law; or
- in the case of information likely to identify the Discloser, it is reasonably necessary to disclose the information for the purposes of an investigation, but all reasonable steps are taken to prevent someone from working out the Discloser's identity.

Wilson will look for ways to support all people who disclose Improper Conduct, but it will of course not be able to provide non-employees with the same type and level of support that it provides to employees. Where this Policy cannot be applied to non-employees (for example, because Wilson cannot itself offer flexible workplace arrangements to a supplier), Wilson will still seek to offer as much support as practicable.

Protecting Disclosers from detriment

No person may victimise or cause detriment to someone (or threaten to do so) because of a suspicion that any person has, will or could make a disclosure. For example, victimisation could include doing or threatening to do something that creates:

- discrimination, detriment or damage to a person's reputation;
- harassment, intimidation or retaliation; or
- a demotion or dismissal.

Wilson will treat any report of victimisation very seriously. Any person involved in victimising conduct may be subject to disciplinary action (including but not limited to termination of employment or engagement). In some circumstances, this may also be a criminal offence punishable by imprisonment. Wilson may refer any person that has engaged in victimising conduct to law enforcement authorities for further investigation.

Wilson will at all times be able to raise and address with a Discloser matters that arise in the ordinary course of their employment or engagement with Wilson (for example, any separate performance or misconduct concerns).

Investigation Outcomes

What happens after any Investigation

Once any investigation is finalised, appropriate parties will be informed of the outcome and findings. This may include recommended next steps including whether disciplinary action or external reporting is required.

Disclosers will be informed of the investigation outcome if appropriate. However, it may not always be appropriate to provide Disclosers with this information. If appropriate, the persons to whom the disclosure relates will also be informed of the findings of any investigation. However, the formal report recording the results of an investigation may not be provided to a Discloser or any other person subject to investigation.

Reporting to the Board

The Board will receive a summary of disclosures made under this Policy on a regular basis, including appropriate metrics on disclosures made.

Disclosers Involved in Improper Conduct

Should the Discloser be found to have been involved in Improper Conduct, they may be subject to disciplinary action up to and including termination.

False Reporting

Where it is established that a Discloser has made malicious, false or vexatious allegations of Improper Conduct, the matter will be treated seriously and the Discloser may be subject to disciplinary action up to and including termination.

Illegality

Where there is evidence of criminal or illegal conduct, Wilson may be required to report the matter to the appropriate authority.

Policy Review

This Policy is maintained by Human Resources and may be revised from time to time based on legislative requirements and to ensure relevance to our business operations. It does not form part of an individual's contract of employment or engagement.

You are welcome to contact humanresources@wilsongroupau.com with any suggestions, feedback or questions.