

1. Purpose

Sunwater is committed to:

- fostering an ethical and transparent culture and values, and encourages any person who considers they have witnessed wrongdoing, or has come across an activity or incident that could impact adversely on Sunwater, to come forward and make a disclosure, and
- ensuring that any person who makes a disclosure about, or to Sunwater, is provided the protection to which they are entitled under the *Corporations Act 2001* (Cth) (**CA**) (if applicable).

This document is one element of ensuring that Sunwater has in place, and implements, appropriate procedures to meet the objectives of Sunwater's *Public Interest Disclosure and Whistleblower Policy* (the **Policy**), and to comply with the requirements of the CA. A person who makes a disclosure in accordance with the provisions of the CA will have the benefit of certain protections under the CA.

This Procedure outlines the process involved in making a whistleblower disclosure about or to Sunwater, and how Sunwater will assess and manage the disclosure in accordance with the provisions of the CA.

It is noted that a disclosure may also be considered in accordance with the provisions of the *Public Interest Disclosure Act 2010* (Qld) (**PID Act**), and both the PID Act and the CA may apply to the same disclosure. If one Act imposes stricter obligations on Sunwater than the other in relation to the processing of a disclosure, then Sunwater will adhere to the stricter obligations.

The General Manager, Governance, Risk & Assurance is the Sunwater PID and Whistleblower Coordinator (the **Coordinator**) and the owner of this Procedure.

This Procedure should be read in conjunction with the Policy.

2. Who can make a whistleblower disclosure under the CA?

A person that is a present or past:

- Sunwater officer or employee
 - individual who supplies goods or services to Sunwater (whether paid or unpaid)
 - employee of a person that supplies goods or services to Sunwater (whether paid or unpaid)
 - individual who is an associate (as defined in the CA) of Sunwater, or
 - relative or dependant of any of the above persons (or of their spouse),
- can make a disclosure under, and receive the protections afforded by, the CA.

It is important to note that clients, customers and competitors of Sunwater cannot access the protections under the CA (unless they otherwise fall within the above categories).

3. What matters are disclosable under the CA?

A matter is disclosable under the CA where the Whistleblower has reasonable grounds to suspect that the information concerns **misconduct, or an improper state of affairs or circumstances, about Sunwater or its related entities (including conduct that constitutes an offence against certain legislation)**.

For the purposes of the statement above:

- 'misconduct' includes but is not limited to fraud, negligence, default, breach of trust and breach of duty
- 'misconduct or an improper state of affairs or circumstances' need not involve unlawful conduct in relation to Sunwater but may indicate a systemic issue that a regulator should know about to

properly perform its functions and may also relate to business behaviour and practices that may cause consumer harm.

Examples of activities that should be subject to whistleblower disclosures include:

- behaviour that is in breach of Sunwater's policies, including but not limited to our Code of Conduct, Securities Trading Policy, and workplace health and safety policies (excluding personal work-related grievances as defined below) and other policies in place from time to time
- illegal conduct, such as theft, dealing in, or use of illicit drugs, violence or threatened violence, and criminal damage against property (Sunwater or a third party)
- fraud, money laundering or misappropriation of funds
- offering or accepting a bribe
- failure to comply with, or breach of, legal or regulatory requirements, and
- engaging in or threatening to engage in detrimental conduct against a Whistleblower or a person who is believed or suspected to have made, or be planning to make, a disclosure.

A Whistleblower will qualify for protection under the CA even if the matters disclosed are determined to be untrue. But a person must not deliberately disclose a matter that they know to be untrue. A Whistleblower that is a current Sunwater employee may face disciplinary action under the Sunwater Code of Conduct if they deliberately disclose a matter that they know to be untrue. While any assessment of whether a disclosure is false will take into account the circumstances of the Whistleblower, indicators of a false disclosure include:

- the Whistleblower has a history of making false or unsubstantiated complaints
- there is no information to support the Whistleblower's disclosure in any way
- the Whistleblower's disclosure is not serious or sensible, and is of such a nature that a reasonable person could not treat it as being genuine, and
- the Whistleblower's disclosure is on face value, without foundation and appears to be designed to harass, annoy or embarrass the subject of it.

If a disclosure is not subject to the protections under the CA, but the information relates to Sunwater, the information may be dealt with under other Sunwater procedures, such as:

- Public Interest Disclosure Procedure
- Performance Counselling Policy and Guide
- Misconduct and Discipline Policy and Guide
- Unacceptable Workplace Behaviour Policy and Guide
- Grievance Resolution Policy and Guide, or
- Fraud and Corrupt Conduct Policy and Procedure.

Personal Work-Related Grievances

Disclosures that relate solely to personal work-related grievances, and do not relate to the detriment or threat of detriment to the Whistleblower, do not qualify for protection under the CA. Personal work-related grievances are those that relate to the Whistleblower's current or former employment and have, or tend to have, implications for the Whistleblower personally, but do not:

- have any other significant implications for Sunwater, or
- relate to any conduct, or alleged conduct, about a disclosable matter referred to above.

Examples of grievances that may be personal work-related grievances include:

- an interpersonal conflict between the Whistleblower and another employee
- a decision that does not involve a breach of workplace laws
- a decision about the employment, transfer or promotion of the Whistleblower
- a decision about the terms and conditions of employment of the Whistleblower, or
- a decision to suspend or terminate the employment of the Whistleblower, or otherwise to discipline the Whistleblower.

Notwithstanding the above, a personal work-related grievance may still qualify for protection under the CA if:

- it also includes information about misconduct (mixed report)
- Sunwater has breached employment or other laws where a relevant person may be punishable by imprisonment for a period of 12 months or more, engaged in conduct that represents a danger to the public, or the disclosure relates to information that suggests misconduct beyond the Whistleblower's personal circumstances
- the Whistleblower suffers from or is threatened with detriment for making a disclosure, or
- the Whistleblower seeks their own legal advice or legal representation about the operation of the whistleblower protections under the CA.

4. Who can a Whistleblower make a disclosure to?

A Whistleblower must make a disclosure directly to one of the following persons to benefit from the protections under the CA:

- a) any member of the Sunwater Executive Leadership Team (ELT) or Senior Leadership Team (SLT);
- b) the GM Governance Risk & Assurance
- c) the Company Secretary
- d) the Chief Executive Officer (CEO)
- e) a member of the Sunwater Board
- f) the General Counsel
- g) the Sunwater Whistleblower Hotline or EthicsPoint website
- h) an auditor, or member of an audit team conducting an audit of Sunwater, or
- i) Australian Securities and Investments Commission (ASIC).

Sunwater strongly encourages persons that become aware of, or reasonably suspect, any disclosable matter to immediately make the appropriate disclosure firstly through the Sunwater Whistleblower Hotline, EthicsPoint website, or to one of the persons listed in (a) to (f) above, so that Sunwater can identify and address any wrongdoing as soon as possible.

A Whistleblower will be protected under the CA where they disclose a matter to their lawyer for the purposes of the Whistleblower obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the CA.

5. Can you make a disclosure to a journalist or member of parliament?

A Whistleblower may disclose a matter to a journalist or sitting member of parliament and be protected under the CA where either the requirements for a 'public interest disclosure' or 'emergency disclosure' are satisfied.

A 'public interest disclosure' requires:

- (a) the Whistleblower to first make a disclosure to ASIC;
- (b) at least 90 days to have passed since the Whistleblower made a disclosure to ASIC;
- (c) the Whistleblower does not have reasonable grounds to believe that action is being, or has been taken, by ASIC in relation to their disclosure;
- (d) the Whistleblower has reasonable grounds to believe that making a further disclosure is in the public interest;
- (e) before making the disclosure to the journalist or sitting member of parliament the Whistleblower has given written notice to ASIC that the Whistleblower intends to make a 'public interest disclosure' to the journalist or sitting member of parliament, and that notice must contain sufficient information to enable ASIC to identify the Whistleblower's previous disclosure.

An 'emergency disclosure' requires:

- (a) the Whistleblower to have previously made a disclosure to ASIC;
- (b) the Whistleblower 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;
- (c) before making the disclosure to the journalist or sitting member of parliament, the Whistleblower has given written notice to ASIC that the Whistleblower intends to make an 'emergency disclosure' to the journalist or sitting member of parliament, and that notice must contain sufficient information to enable ASIC to identify the Whistleblower's previous disclosure; and
- (d) the Whistleblower only disclose information that is necessary to inform the journalist or sitting member of parliament of the substantial and imminent danger.

A person should obtain independent legal advice before making a 'public interest disclosure' or 'emergency disclosure'.

6. How to make a disclosure?

A Whistleblower can make an anonymous and/or confidential disclosure to any of the persons referred to in section 4 above.

The Sunwater Whistleblower Hotline can be contacted through 1800 339 276 (toll free) or via the EthicsPoint website: <https://www.ethicspoint.com>. Please note that EthicsPoint is a US based website.

The Sunwater Whistleblower Hotline and EthicsPoint website are available 24 hours a day, 7 days a week, 365 days a year and operated by an independent third-party service provider.

If a disclosure is made through the Sunwater Whistleblower Hotline or EthicsPoint, the disclosure will be deemed to have been made to each of the Coordinator (General Manager Governance, Risk & Assurance), the Manager P&C, Company Secretary, and the EGM People and Transformation (each being persons listed in section 4).

A Whistleblower that makes a disclosure anonymously will still be protected by the CA.

A Whistleblower can:

- (a) choose to remain anonymous while making a disclosure, over the course of the investigation and after the investigation is finalised, and

- (b) refuse to answer questions that the Whistleblower believes could reveal their identity at any time, including during follow-up conversations with Sunwater.

A Whistleblower should enable and maintain ongoing two-way communications, even if they wish to remain anonymous, so that Sunwater can appropriately investigate the matter.

To assist in the assessment, and any subsequent investigation of a disclosure, Whistleblowers are requested to:

- (a) provide contact details (this could be an email address that is created for the purpose of making the disclosure or a telephone number), and
- (b) provide as much information as possible about the suspected misconduct, including:
 - i. who was involved
 - ii. what happened
 - iii. when it happened
 - iv. where it happened
 - v. whether there were any witnesses, and if so, who they are
 - vi. any evidence that supports the disclosure, and where the evidence is located
 - vii. any further information that could help investigate the disclosure; and
- (c) provide this information in writing.

7. What legal protections are available under the CA?

A Whistleblower that makes a disclosure in accordance with the provisions of the CA will benefit from:

- (a) protection of the Whistleblower's identity
- (b) protection from detrimental acts or omissions, and
- (c) other forms of protection.

and may be entitled to compensation and other remedies if they suffer from reprisals arising from the disclosure.

Protection of Identity

Sunwater's preference is for a Whistleblower to identify themselves to facilitate a more efficient and successful assessment of the Whistleblower's disclosure. Sunwater may not be able to undertake an investigation if it is not able to contact the Whistleblower. However, the option of making a disclosure anonymously (including subsequent communications) remains the absolute discretion of the Whistleblower.

Sunwater is committed to acting on a Whistleblower's information discretely and confidentially without revealing a Whistleblower's name (unless required by a law, to those involved in undertaking the assessment or investigation process as permitted by law or with the Whistleblower's consent).

Note that the EthicsPoint online system allows Sunwater to communicate with a Whistleblower anonymously.

A person referred to in section 4 above that receives information from a Whistleblower cannot disclose the identity of the Whistleblower or information that is likely to lead to the identification of the Whistleblower (which they have obtained directly or indirectly because the Whistleblower made a disclosure that qualifies for protection under the CA) except to:

- (a) ASIC or the Australian Federal Police;

- (b) a lawyer for the purpose of obtaining legal advice or representation in relation to the whistleblower provisions in the CA; or
- (c) a person with the consent of the Whistleblower.

A person referred to in section 4 above that receives information from a Whistleblower can disclose the information contained in a disclosure with or without the Whistleblower's consent if:

- (a) the information does not include the Whistleblower's identity and is not likely to lead to the identification of the Whistleblower;
- (b) Sunwater has taken all reasonable steps to reduce the risk that the Whistleblower will be identified from the information; and
- (c) it is reasonably necessary for investigating the issues raised in the disclosure.

If a Whistleblower elects to remain anonymous, then Sunwater will take steps to protect the anonymity of the Whistleblower by:

- (a) redacting all personal information or references to the Whistleblower;
- (b) referring to the Whistleblower in a gender-neutral context;
- (c) where possible, liaising with the Whistleblower to identify aspects of the disclosure that could inadvertently identify the Whistleblower;
- (d) having qualified personnel and advisors investigate the disclosure.

It is illegal for Sunwater or a person referred to in section 4 above to identify a Whistleblower or disclose information that is likely to lead to the identification of the Whistleblower subject to the permitted exceptions.

If a Whistleblower believes that their identity has been illegally disclosed, then the Whistleblower should lodge a complaint with ASIC.

Protection from detrimental acts or omissions

Sunwater (including but not limited to its officers and employees) will not engage in conduct that causes detriment to a Whistleblower (or another person, including a person that is the subject of the disclosure), in relation to a whistleblower disclosure, if:

- (a) it believes or suspects that the Whistleblower (or another person) made, may have made, proposes to make or could make a disclosure that qualifies for protection under the CA, and
- (b) the belief or suspicion is the reason, or part of the reason, for the conduct.

Examples of 'conduct that causes detriment' includes:

- dismissal of an employee
- injury to an employee during their employment
- alteration of an employee's position or duties to their disadvantage
- discrimination between an employee and other employees of Sunwater
- harassment or intimidation of a person
- harm or injury to a person, including psychological harm
- damage to a person's property
- damage to a person's reputation
- damage to a person's business or financial position, or
- any other damage to a person.

Conduct will not be detrimental if:

- (a) it is an administrative action that is reasonable for the purpose of protecting a Whistleblower from detriment (e.g. moving a Whistleblower who has made a disclosure about their immediate work area to another office to protect them from detriment), or
- (b) it relates to managing a Whistleblower's unsatisfactory work performance, and the conduct is in line with Sunwater's performance management framework.

If Sunwater takes an administrative or management action as referred to above, Sunwater will provide reasons to the Whistleblower as to why Sunwater has taken that administrative or management action.

A Whistleblower is protected from each of the following in relation to making a disclosure:

- (c) civil liability (e.g. any legal action against the Whistleblower for breach of an employment contract, duty of confidentiality or another contractual obligation)
- (d) criminal liability (e.g. attempted prosecution of the Whistleblower for unlawfully releasing information, or other use of the disclosure against the Whistleblower in a prosecution (other than for making a false disclosure)), and
- (e) administrative liability (e.g. disciplinary action for making the disclosure).

Notwithstanding the statement above, the protections under the CA do not protect a Whistleblower from liability for any misconduct that the Whistleblower has engaged in that is revealed through their disclosure. For example, a Whistleblower will not be immune from liability for any fraudulent activities engaged in by the Whistleblower that are confirmed by Sunwater through the disclosure.

Compensation and other remedies for Whistleblowers

The Whistleblower (or any other Sunwater employee or person) can seek compensation and other remedies through the courts if:

- (a) they suffer loss, damage or injury because of reprisals arising from the disclosure; and
- (b) Sunwater failed to take reasonable precautions and exercise due diligence to prevent detrimental conduct.

A person should obtain independent legal advice in relation to seeking compensation and other remedies.

8. How will Sunwater process a Whistleblower's disclosure?

8.1. Sunwater assessment on receipt of a Whistleblower's disclosure

On receipt of a Whistleblower's disclosure by any of the persons listed in section 4 (other than by an external regulator, e.g. ASIC), the disclosure will be referred to the Coordinator who will make an initial assessment of the veracity of the disclosure and subsequently escalate information to the CEO. In conjunction with the CEO, a decision will be made in accordance with this Procedure whether the disclosure satisfies the requirements to receive the protection under the CA, and will consider such matters including:

- a) whether the disclosure concerns a matter about which a disclosure under the CA can be made, and
- b) whether the disclosure has been made to an individual or entity who may receive it under the CA.

All disclosures are then investigated and managed by a team that consists of the Coordinator (General Manager Governance, Risk & Assurance), the Manager P&C (if required), General

Counsel, and the CEO (the **Whistleblower Response Team**). Sunwater may engage subject experts to assist with the investigation.

It is important to note that the following factors are not relevant to the assessment of whether a Whistleblower's disclosure is a disclosure under the CA:

- a) how the disclosure is received (e.g. orally, verbally, by email)
- b) if it is made anonymously
- c) whether the information identifies the conduct of a particular identified person or not, or
- d) whether the Whistleblower identifies the information as a 'Whistleblower Disclosure' or not.

If the Whistleblower makes the disclosure anonymously, then the recipient will only share with the Whistleblower Response Team information contained in the disclosure that does not include the Whistleblower's identity and is not likely to lead to the identification of the Whistleblower.

If a Whistleblower's disclosure meets the requirements of the CA, then the Whistleblower will be afforded the protections under the CA and as further detailed in this Procedure.

Sunwater will advise the Whistleblower if a disclosure does not meet the requirements of the CA.

8.2. Sunwater's procedures after validation of a Whistleblower Disclosure

Once Sunwater has assessed the disclosure as satisfying the requirements of the CA, Sunwater may offer the Whistleblower support, which may include:

- a) acknowledgement that making the disclosure was the right thing to do and is valued;
- b) making a clear statement that Sunwater will support the Whistleblower;
- c) appointing an appropriate person (separate from the Whistleblower Response Team) with sufficient authority to ensure the Whistleblower has appropriate support and protection from reprisals;
- d) regularly checking on the Whistleblower's well-being where this is warranted and advising the Whistleblower of the availability of the Sunwater Employee Assistance Program (where relevant), and
- e) where the health of the Whistleblower becomes a concern, liaising with officers responsible for occupational workplace health and safety.

A record of the receipt of the disclosure, assessment, and actions will be maintained on the EthicsPoint case management system. Subject to the requirements of protecting the Whistleblower's identity (as outlined in section 7 above), access to the EthicsPoint Case Management System is limited to only the Coordinator (General Manager Governance, Risk & Assurance), the Manager People and Culture, Company Secretary, EGM People and Transformation.

If a disclosure is made directly to a person listed in section 4 and the Whistleblower elects to remain anonymous, the Whistleblower's identification details will not be stored on EthicsPoint, but will be held securely by Sunwater's General Counsel.

If Sunwater decides not to investigate or deal with a disclosure, Sunwater will give written notice to the Whistleblower within 21 days from date of receipt of the disclosure setting out the reasons for its decision.

Sunwater will respond to each disclosure, but resolution of the matters in the disclosure does not necessarily require a formal investigation. Possible actions could include:

- (a) providing an explanation to the Whistleblower (e.g. if the Whistleblower was not aware of all the circumstances surrounding an action which appeared to be improper);
- (b) increase supervision or performance management strategies, guidance or counselling, or specific training;
- (c) mediate or review the operations of a particular unit
- (d) follow through with an internal audit;
- (e) implement or change policies, procedures or practices, or
- (f) initiate a formal investigation of the allegation or refer the matter to an appropriate external entity.

The Coordinator and General Counsel will make recommendations to the CEO in relation to appropriate action to be taken in relation to proven misconduct or an improper state of affairs or circumstances which is the subject of the Whistleblower's disclosure. The recommendations will give consideration to the seriousness of the matter and may include appropriate disciplinary actions including termination of employment and/ or referral to the Queensland Police Service for further investigation.

At the conclusion of the investigation:

- (a) the Whistleblower will be notified of the outcome of the investigation to the extent permitted by law and so as to avoid prejudicing any legal rights Sunwater might have, and
- (b) Sunwater's Audit, Finance and Risk Committee will be informed of the outcome of the investigation to the extent permitted by law, including recommendations and actions taken.

If the Whistleblower does not believe that the Policy and this Procedure have been adhered to, or is not satisfied with the outcome of the investigation, then the Whistleblower should lodge a separate disclosure with the Chair of Sunwater's board, via the Company Secretary, within 28 days after receiving a written notification from Sunwater. Sunwater is not obliged to reopen an investigation, and it can conclude a review if it finds that the investigation was conducted properly, or new information is either not available or would not change the findings of the investigation. If the Whistleblower is not satisfied with the outcome of Sunwater's original investigation, or any subsequent review by the Chairman, then the Whistleblower can lodge a complaint with ASIC.

8.3. Sunwater will assess the risk of detrimental acts or omissions

Sunwater will consider relevant factors that may lead to a higher than normal risk of detrimental acts or omissions in relation to each disclosure. This includes the risk of detrimental acts or omissions to the Whistleblower, any person named in the Whistleblower's disclosure, and any relevant witnesses.

Sunwater has established procedures to protect a person from higher than normal risk of detrimental acts or omissions which include:

- (a) monitoring a workplace for signs of detrimental acts or omissions
- (b) early intervention through an assessment of the culture within the work area and conducting awareness communication sessions and training
- (c) holding supervisors and/or managers responsible for supporting impacted employees and ensuring employees do not suffer harassment, victimisation or any form of reprisal, and
- (d) changing work environments.

The action taken to prevent, or in response to a higher than normal risk of detrimental acts or omissions will depend on the level of risk, its seriousness and other circumstances. Every allegation of reprisal is taken seriously, recorded and responded to. Furthermore, each allegation of reprisal is assessed separately from the initial disclosure.

The Whistleblower may seek independent legal advice or contact regulatory bodies, such as ASIC, if they believe they have suffered from any detrimental acts or omissions.

8.4. Fair treatment of persons name in Whistleblower's disclosure

Natural justice

Persons named in a Whistleblower's disclosure will be provided natural justice (also known as procedural fairness), which will be managed by the Coordinator.

Persons named in a Whistleblower's disclosure will have the right to:

- (a) know about the substance of the allegations if a decision is going to be made about their conduct
- (b) have a reasonable opportunity to put their case forward (whether in writing, at a hearing or otherwise), and
- (c) have a decision-maker act fairly and without bias.

Providing natural justice does not mean that Sunwater must advise persons named in a Whistleblower's disclosure of the allegation(s) against them as soon as it is received.

Furthermore, persons named in a disclosure need not be told about an allegation against them if it is misleading or is of no substance, and Sunwater does not intend to act on the allegation. Sunwater will only provide the name of the Whistleblower to persons named in the disclosure in accordance with the CA.

Support

Once it is appropriate to advise persons named in a Whistleblower's disclosure, Sunwater will reassure them that the disclosure will be assessed impartially, objectively and reasonably, and is only an allegation until evidence collected shows otherwise. Sunwater will provide them with information about their rights, and the progress and outcomes of any investigations. Sunwater will also refer the person to the Sunwater Employee Assistance Program to ensure that they receive appropriate support.

9. Implementation

Sunwater will implement the Policy and this Procedure through the following actions:

- (a) posting the Policy and this Procedure on Sunwater's website www.sunwater.com.au
- (b) posting the Policy and this Procedure on Sunwater's internal intranet site known as SIMON
- (c) incorporating the Policy and this Procedure in the employee induction process
- (d) holding staff briefing sessions;
- (e) hosting periodic training sessions for employees responsible for the implementation and management of the Policy and this Procedure, and
- (f) liaising with its external advisors that will assist Sunwater to implement and manage the Policy and this Procedure.

10. Review and evaluation

This Procedure will be reviewed by the General Manager Governance, Risk & Assurance with input from the General Counsel every 2 years. A review may also be triggered at any time through changes in legislation, policy, organisation or any other change which requires an update to the Policy.

The CEO and/or Company Secretary can amend the Procedure for legislative changes or where immaterial changes are required to the Procedure.

11. Related Legislation and Documents

Where a decision to be made by Sunwater under this Procedure is a decision to which the *Human Rights Act 2019* (Qld) applies, Sunwater will comply with its obligations under the *Human Rights Act 2019* (Qld) in relation to making that decision.

This Procedure is to be read in conjunction with:

- Sunwater Public Interest Disclosure and Whistleblower Policy
- Corporations Act 2001 (Qld)
- Public Interest Disclosure Act 2010 (Qld)
- Sunwater Public Interest Disclosure Procedure
- Sunwater Enterprise Agreement
- Sunwater Code of Conduct
- Fraud and Corruption Policy and Guide
- Fraud and Corruption Control Plan
- Unacceptable Workplace Behaviour Policy, and
- Public Interest Disclosure Standards.
- Definitions

12. Approval and Review Details

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SME:	General Counsel	Next Revision Date:	December 2022	Reference No:	CORP PRO 12 v2