



## WHISTLEBLOWER POLICY

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## 1. PURPOSE:

At NTI we are committed to the highest standards of conduct and ethical behaviour in all our business activities, and we promote and support a culture of honest and ethical behaviour, compliance and good corporate governance. We encourage and support disclosure of wrongdoing, such as instances of suspected unethical, illegal, fraudulent or undesirable conduct involving NTI. NTI will ensure those who make a qualifying disclosure shall do so without fear of intimidation, disadvantage or reprisal.

The Corporations Act 2001 (Cth) and the Tax Administration Act 1953 (Cth) provide for protections for whistleblowers. This Policy sets out how NTI upholds the whistleblower rights and protections, including information on:

- the protections available to whistleblowers
- types of disclosures that qualify for protection
- how to make a qualifying disclosure, including to whom
- measures to support and protect whistleblowers
- how we will investigate whistleblower disclosures and ensure fair treatment of employees named in disclosures or to whom such disclosures relate
- how the policy is made available

## 2. WHO DOES THIS POLICY APPLY TO AND WHEN?

This Policy applies to 'Eligible Whistleblowers' (see section 4.2) and 'Eligible Recipients' (see section 5). It applies when a 'Disclosable matter' referred to as 'Reportable Conduct' is made. (see section 4.3)

### 2.1 Making this Policy available

This Policy is made available on NTI's intranet site (the Hub) and NTI's public external website (nti.com.au)

## 3. PROTECTIONS AVAILABLE TO WHISTLEBLOWERS

NTI undertakes to maintain the legal rights and protections which are made available to whistleblowers under the *Corporations Act 2001* (Cth). These are:

- ✓ identity protection (confidentiality);
- ✓ protection from detrimental acts or omissions;

More details on protections available to whistleblowers can be found in Australian Securities and Investment Commission (ASIC) [Information Sheet 238 \(INFO 238\)](#).

## 4. DISCLOSURES

### 4.1 Disclosures which qualify for protection

Whistleblower protections apply to qualified disclosures. These are disclosures which:

1. it is a disclosure by an 'eligible whistleblower' to:
  - a. an 'eligible recipient'; **or**
  - b. Australian Securities and Investments Commission (ASIC), Australian Prudential Regulation Authority (APRA), the Commissioner of Taxation (in relation to tax matters), a prescribed Commonwealth authority or a legal practitioner; **and**
2. the discloser has 'reasonable grounds' to 'suspect' that the disclosed information concerns a disclosable matter/reportable conduct.

Public interest and emergency disclosures also qualify for protection. Refer to Appendix A.

## 4.2 Eligible whistleblower

An 'eligible whistleblower' is anyone who falls into the following criteria

- Current and former employee of NTI Limited or its subsidiaries, including those employed on a temporary basis, secondees and contractors;
- Current and former director of NTI Limited, National Transport Insurance Joint Venture, Logistic Safety Solutions Pty Ltd;
- Current and former service providers and suppliers
- Current and former employee of a service provider or supplier; or
- A relative, dependent or spouse of any of the above people.

## 4.3 Disclosable matter – Reportable conduct

A report of a disclosable matter may be made under this Policy if the discloser has reasonable grounds to suspect *misconduct, or an improper state of affairs or circumstances* being **reportable conduct**, in relation to NTI Limited or a related entity.

**Reportable Conduct** is conduct that constitutes an offence against or a contravention of the:

- Corporations Act 2001;
- ASIC Act;
- Banking Act 1959;
- Financial Sector (Collection of Data) Act 2001;
- Insurance Act 1973;
- Life Insurance Act 1995;
- National Consumer Credit Protection Act 2009;
- Superannuation Industry (Supervision) Act 1993;
- Taxation Administration Act 1953;
- Represents a danger to the public or the financial system.
- Any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more;

Reportable Conduct may include:

- |                            |  |  |
|----------------------------|--|--|
| ➤ Theft                    | ➤ Bribery  | ➤ Dishonesty   |
| ➤ Fraud                    | ➤ Corruption   | ➤ Systemic, wilful or serious breach of an internal policy |
| ➤ Money laundering         | ➤ Human rights issues                                  | ➤ Maladministration  |
| ➤ Financial irregularities | ➤ A significant or serious threat to health and safety | ➤ Negligent or breach of duty                              |
| ➤ Conflicts of Interest    | ➤ Harm to someone who makes a disclosure               | ➤ Serious mismanagement of resources                       |

Reportable Conduct which **does not qualify for protection** includes personal work-related grievances, such as interpersonal conflicts, or decisions around such things as remuneration and promotion.

If you make a report under this Policy that does not involve Reportable Conduct your report will not be eligible for protection under the Corporations Act 2001 or the Tax Administration Act 1953.

If you make a report that involves Reportable Conduct, but it turns out to be erroneous, your report will still be protected under this Policy.

## **5. HOW AND WHO DO I MAKE A REPORT TO?**

If you see or suspect something that you believe is Reportable Conduct you can make a report to an Eligible Recipient, which is someone you can make a report to while qualifying for protection under this Policy. Information can be reported anonymously and the eligible whistleblower is still protected under the Corporations Act and this Policy.

### **5.1 Eligible recipient**

NTI has the following channels for making a report anonymously and/or confidentially, securely and outside of business hours:

#### ***By phone or email to NTI's External Whistleblower Hotline Service***

HopgoodGanim Lawyers                      1800 879 606                      whistleblower@hopgoodganim.com.au

*Note: Reports made through NTI's Whistleblower Hotline generally go to the Protection Officers.*

#### ***By phone to an NTI Protection Officer***

Kerrie Challenor	Chief People & Service Officer	07 3292 9809	kerriechallenor@nti.com.au
Jeremy Mitchell	Chief Financial Officer	07 3292 9871	jeremymitchell@nti.com.au
Janelle Greene	Chief Executive Officer	07 3292 9867	janellegreene@nti.com.au

*Note: If a Whistleblower has conflict of interest concerns about an NTI Whistleblower Protection Officer, or their report relates to an NTI Protection Officer, the Whistleblower should contact NTI's External Whistleblower Hotline Service.*

#### ***By post to an NTI Whistleblower Protection Officer***

Marked "Confidential" and addressed to an NTI Whistleblower Protection Officer

NTI Limited  
Level 36, 300 George Street  
Brisbane, Queensland 4000

#### ***Additional recipients***

- a) a director or executive manager of NTI (who is not an NTI Whistleblower Protection Officer);
- b) an auditor or a member of an audit team conducting an audit;
- c) an Australian government authority, such as the Australian Securities & Investments Commission (ASIC), Australian Prudential Regulation Authority (APRA), Australian Taxation Office (ATO) or Australian Federal Police (AFP), or
- d) a lawyer if you want legal advice or representation about any of the whistleblower provisions. You will be protected even if the information you report is found by the lawyer not to include Reportable Conduct.

In some circumstances you can also make a public interest disclosure or emergency disclosure to a journalist or parliamentarian – see Appendix A.

## 6. PROTECTION AND SUPPORT

If you are an Eligible Whistleblower and you report something that is Reportable Conduct to an Eligible Recipient, you will be protected and supported in the following ways:

- You can remain anonymous and, if you prefer, you do not have to answer questions.
- NTI must keep your identity confidential; it is illegal for NTI to identify you other than under specific circumstances<sup>1</sup>.
- NTI can share information about your report if it is needed to investigate the matter but must protect your identity and take reasonable steps to stop you from being identified.
- NTI will not retaliate and will not tolerate retaliation against you (e.g. bullying, harassment, discrimination or dismissal) for making a report.
- You will not incur any legal liability for making a report; however, making a report will not protect you from the consequences of any Reportable Conduct relating to yourself.
- You can make a complaint to NTI or to a regulator, such as ASIC, APRA or the ATO, relating to your protection under this policy.

## 7. INVESTIGATION OF REPORTABLE CONDUCT

NTI will investigate all matters reported under this Policy. Where practicable, the whistleblower will be contacted within 10 business days to acknowledge receipt of the report.

The investigation process, response and timeframe may vary depending on the nature of the report and the amount of information provided. To be investigated, we must have enough information for us to do so.

Anyone asked to investigate or participate in an investigation must report and appropriately respond to any real or potential conflict of interest.

During the investigation, NTI may be required to disclose personally identifiable information to the extent necessary to facilitate the inquiry, provided that reasonable measures are taken to safeguard the whistleblowers' privacy, and that the whistleblower is duly notified.

Employees who qualify for protection or are the subject of reported conduct will receive fair treatment, including reasonable steps to maintain employee's confidentiality and provide you with a right of response.

### Keeping a discloser informed -

As appropriate, NTI will provide feedback to the whistleblower regarding the investigation's progress and/or outcome (subject to considerations of the privacy of those against whom allegations are made).

The investigation will be conducted in an objective and fair manner, and otherwise as is reasonable and appropriate having regard to the nature of the Reportable Conduct and the circumstances.

If the disclosable matters are validated, appropriate action will be taken. Due to confidentiality, details of the action may not be shared. If concerns are not validated, the reporter will be informed as appropriate.

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<sup>1</sup> Refer Corporations Act 2001 (Cth) Part 9.4AAA

## 8. ROLES AND RESPONSIBILITIES

The responsibilities in relation to this Policy are as follows:

Role	Responsibilities
All NTI employees	<ul style="list-style-type: none"> <li>Comply with this Policy.</li> <li>Help foster a culture where Reportable Conduct is not accepted and reporting it is encouraged.</li> <li>Use the Whistleblower channels to report any past, present or likely future activity or behaviour that is Reportable Conduct.</li> <li>Refer potential Whistleblowers to this Policy if required.</li> <li>Do not engage in Detrimental Conduct against anyone who makes a disclosure or anyone conducting or assisting in an investigation.</li> <li>Undertake relevant training relating on information in this Policy.</li> </ul>
Eligible Recipient	<ul style="list-style-type: none"> <li>Comply with this Policy</li> <li>Receive disclosable matters/reported conduct from potential Whistleblowers.</li> <li>Maintain confidentiality in accordance with this Policy, the Privacy Act and Corporations Act</li> </ul>
NTI Whistleblower Protection Officer	<ul style="list-style-type: none"> <li>Be sufficiently independent in consideration of the nature of the Disclosure.</li> <li>Have the necessary skills and expertise to investigate the allegations in a confidential and timely manner.</li> <li>Providing confidential guidance to Employees on how the Policy works.</li> <li>Immediately reporting and appropriately responding if there is potential for a conflict of interest.</li> <li>Conducting the investigation and enabling the investigation of Disclosures.</li> <li>Protecting Disclosers and ensuring the integrity of the reporting mechanism.</li> <li>Undertake training, education and communications about the Policy.</li> <li>Reporting on trends and providing a summary of all Disclosures to the Board while maintaining your confidentiality.</li> </ul>
Policy Document Manager	<ul style="list-style-type: none"> <li>Ensure Policy remains fit for purpose.</li> <li>At a minimum, annually reviewing and updating this Policy and implementing changes.</li> <li>Ensuring current Policy is made available internally and externally.</li> <li>Take reasonable steps to monitor effectiveness of the Policy.</li> </ul>
NTI Limited Board	<ul style="list-style-type: none"> <li>Approve this Policy and any material changes to it</li> <li>Receive information as required from the NTI CEO.</li> </ul>
Risk Management and Compliance Committee (RMCC)	<ul style="list-style-type: none"> <li>Provide oversight of NTI's adherence with this Policy and whistleblowing obligations</li> <li>Provide endorsement of the Policy by noting material changes to the Policy.</li> </ul>
All NTI Executives	<ul style="list-style-type: none"> <li>Management of NTI's processes for protecting and monitoring the welfare of whistleblowers in line with relevant policies.</li> </ul>

## **9. POLICY REVIEW**

This Policy is reviewed annually and updated where required to ensure that it remains relevant, and NTI complies with whistleblowing obligations.

## **10. QUESTIONS, FURTHER INFORMATION OR COMPLAINTS**

Should you have any questions about this Policy, or require further information, please contact an NTI Protection Officer.

If you have a complaint that:

- a) this Policy has not been followed, including a breach of confidentiality,
- b) an investigation outcome is inappropriate, or
- c) an act (or concern about an act) of detriment has not been adequately addressed,

you can lodge a complaint with an NTI Protection Officer.

## APPENDIX A - PUBLIC INTEREST DISCLOSURES AND EMERGENCY DISCLOSURES

In some circumstances, you can disclose information to a journalist or member of the Commonwealth, state or territory parliaments by making a “public interest disclosure” or “emergency disclosure”.

These circumstances are limited and tightly controlled by the legislation, so NTI strongly recommends that you obtain legal advice before making a “public interest disclosure” or “emergency disclosure”.

In summary, you can make:

- a) A “public interest disclosure” to a journalist or parliamentarian if:
  - (i) You have previously disclosed Reportable Conduct involving NTI to an Australian government authority (such as ASIC, APRA, ATO or AFP);
  - (ii) At least 90 days have passed since you reported the matter and you do not have reasonable grounds to believe that action is being taken;
  - (iii) You have reasonable grounds to believe that it is in the public interest to make a further disclosure;
  - (iv) You have notified the Australian government authority in writing that you intend to report the matter to a journalist or parliamentarian; and
  - (v) You don’t disclose any more information than is needed to inform the journalist or parliamentarian of the previous disclosure of the misconduct or improper state of affairs.
- b) An “emergency disclosure” to a journalist or parliamentarian if:
  - (i) You have previously disclosed Reportable Conduct involving NTI to an Australian government authority (such as ASIC, APRA, ATO or AFP);
  - (ii) You have reasonable grounds to believe that the information concerns a substantial and imminent danger to someone’s health or safety or to the environment;
  - (iii) You have notified the Australian government authority in writing that you intend to report the matter to a journalist or parliamentarian; and
  - (iv) You don’t disclose any more information than is needed to inform the journalist or parliamentarian of the substantial and imminent danger.