Policy Statement

CTI is committed to the highest standards of conduct and ethical behaviour in all its business activities and expect all staff to act in accordance with our Code of Conduct. This Policy is a key element in promoting and supporting a culture of honest and ethical behaviour, effective compliance and good corporate governance.

CTI encourages the reporting of instances of suspected unethical, illegal, fraudulent or undesirable conduct involving CTI's businesses and provides protection and measures so that those persons who make a report may do so confidentially and without fear of intimidation, disadvantage or reprisal.

This Policy will be made available to officers and employees of the company via the CTI intranet and website and in such other ways as will ensure the Policy, procedures and training materials is available to employees and persons wishing to use it.

Who is a "Whistleblower"?

A whistleblower (also known as a "discloser") must be someone who is or has been:

a) an officer or employee of a CTI company;
b) an individual who supplies goods or services to a CTI company or an employee of a person who supplies goods or services to a CTI company;
c) an individual who is an associate of a CTI company; or
d) a relative, dependent or dependent of the spouse of any individual referred to at (a) to (c) above;

What is Reportable Conduct?

As a whistleblower, you may make a report under this Policy if you have reasonable grounds to suspect that a CTI director, officer, employee, contractor, supplier or other person who has business dealings with CTI has engaged in conduct (**Reportable Conduct**) which:

a) is dishonest, fraudulent or corrupt, including bribery or other activity in breach of CTI's Anti-Bribery and Anti-Corruption Policy (POL-0028) or the CTI Code of Conduct (REF-0011);
b) is illegal activity (such as theft, violence, harassment or intimidation, criminal damage to property or other breaches of state or federal law);
c) is unethical or in breach of CTI's policies (such a dishonestly altering company records or data, adopting questionable accounting practices or wilfully breaching CTI's Code of Conduct or other policies or procedures);
d) is potentially damaging to CTI, a CTI employee or third party, such as unsafe work practices, environmental practices, environmental damage, health risks or abuse of CTI's property or resources;
e) amounts to an abuse of authority;
f) may cause financial loss to CTI or damage its reputation or be otherwise to CTI's interests;
g) involves harassment, discrimination, victimisation or bullying, other than personal work-related grievances as defined in the Corporations Act 2001 (Cth) (**Corporations Act**); or
h) involves any other kind of misconduct or an improper state of affairs or circumstances.

Personal Work-Related Grievances

Personal work-related grievances are not covered under this Policy and should be reported to your line manager or Human Resources representative. "Personal workplace grievances" means a grievance about any matter in relation to the discloser's employment, or former employment, having (or tending to have) implications for the discloser personally. This includes:

a) an interpersonal conflict between the discloser and another employee;
b) a decision relating to the engagement, transfer or promotion of the discloser;
c) a decision relating to the terms and conditions of engagement of the discloser; and
d) a decision to suspend or terminate the engagement of the discloser, or otherwise to discipline the discloser.

However, it does <u>not</u> include:

a) any conduct that would be considered victimisation of an individual because they have made, may have made, or propose to make a report under this Policy; or
b) a matter that would have significant implications for any CTI company.

Making a Report

To ensure appropriate escalation and timely investigation, reports should be made to any one of our Protected Disclosure Officers, Directors or Company Secretary.

You can also lodge your report by email to whistleblower@ctilogistics.com.

While it is CTI's preference that you raise reports with the Protected Disclosure Officers, it is important to note that under the Corporations Act you may also raise the matter with an "officer" or "senior manager" of the company. These are defined in the Corporations Act as "a director, or a senior manager in the company who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the company, or who has the capacity to affect significantly the company's financial standing".

The discloser is not responsible for investigating the activity or for determining faulty or corrective measures; appropriate management officials are charged with these responsibilities.

CTI's Investigation of Reportable Conduct

CTI will investigate all matters reported under this policy as soon as practicable after the matter has been reported. A Protected Disclosure Officer may, with our consent, appoint a person to assist in the investigation of the report (a "Whistleblower Investigation Officer"). Where appropriate, CTI will provide feedback to you regarding the investigation's progress and/or outcome (subject to considerations of the privacy of those against whom allegations are made).

The CTI Board will be informed of any material Incidents that have been reported under the Whistleblower Policy. The Board will also be advise of the outcomes of the investigation.

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 its circumstances.

The investigation process and enquiries undertaken will be determined by the nature and substance of the report. If the report is not anonymous, a Protected Disclosure Officer or Whistleblower Investigation Officer may contact you to discuss the investigation process and clarify who may be contacted and other relevant matters.

When a report is submitted anonymously, CTI will conduct the investigation and its enquiries based on the information that is provided.

Support and Protection of Whistleblowers

CTI is committed to ensuring confidentiality in respect of all matters raised under this policy, and that those who make a report are treated fairly and do not suffer detriment.

a) Protection against detrimental conduct

Detrimental conduct includes dismissal, demotion, harassment, discrimination, disciplinary action, bias, threats or other unfavourable treatment connected with making a report.

If you are subjected to detrimental treatment as a result of making a report under this policy you should immediately inform a Protected Disclosure Officer, officer or senior manager.

b) Protection of your identity and confidentiality

Subject to compliance with legal requirements, upon receiving a report under this policy, CTI will only share your identity as a whistleblower or information likely to reveal your identity if:

i. You consent;
ii. the concern is reported to the Australian Securities and Investments Commission (**ASIC**), the Australian Prudential Regulation Authority (**APRA**), the Tax Commissioner or the Australian Federal Police (**AFP**); or
iii. the concern is raised with a lawyer for the purposes of obtaining legal advice or representation.

If CTI needs to investigate a report, it may disclose information that could lead to your identification, but it will take reasonable steps to reduce this risk.

Any disclosures of your identity or information likely to reveal your identity will be made on a strictly confidential basis.

c) Protection of Files and Records

All files and records created from an investigation will be retained securely.

Unauthorised release of information to someone not involved in the investigation (other than senior managers or directors who need to know to take appropriate action, or for corporate governance purposes) without your consent as a whistleblower will be a breach of this policy.

Whistleblowers are assured that a release of information in breach this policy will be regarded a as a serious matter and will be dealt with under CTI's disciplinary procedures.

Support Services

Support is available for disclosers and other implicated persons and includes:

- appointing an independent support person from the human resources team to deal with any ongoing concerns they may have; or
- connecting them with third party support providers such as Lifeline (13 11 14) and Beyond Blue (1300 22 4636).

Legal Support

The ***Treasury Laws Amendment (Enhancing Whistleblowers Protections) Act 2019 (Cth)*** defines the new standards of protection for whistleblowers.

The ***Corporations Act*** gives special protection to disclosures about breaches of that Act, provided certain conditions are met.

The ***Taxation Act 1953 (Cth)*** (**Taxation Administration Act)** also gives special protection to disclosures about breaches of any Australian tax law, provided certain conditions are met.

Details of the special protections provided by the ***Corporations Act*** and the ***Taxation Administration Act*** can be found in the Annexures to this Policy.

Duties of Employees in Relation to Reportable Conduct

It is expected that employees of CTI who become aware of potential cases of Reportable Conduct, whether actual or suspect on reasonable grounds, will make a report under this policy or under other applicable policies.

An employee who intentionally submits a false report of wrongdoing will be subject to discipline up to and including termination.

Breach of Policy

Any breach of this policy will be taken seriously and may result in counselling and/or disciplinary action, up to and including summary dismissal.

Policy Amendments

This policy cannot be amended without approval of the CTI Board. It will be reviewed from time to time to ensure it remains effective and meets best practice standards and the needs of CTI.

Annexures

The Annexures which follow contain information about:

- Special Protections under the Corporations Act
- Special Protections under the Taxation Administration Act
- Protected Disclosure Officers – contact information

Annexure A – Special Protections under the Corporations Act[1]

The Corporations Act gives special protection to disclosures about any misconduct or improper state of affairs relating to CTI if the following conditions are satisfied:

(a) the whistleblower is or has been:
- (i) an officer or employee of a CTI company;
- (ii) an individual who supplies goods or services to a CTI company or an employee of a person who supplies goods or services to a CTI company;
- (iii) an individual who is an associate of a CTI company; or
- (iv) a relative, dependent or dependent of the spouse of any individual referred to at (i) to (iii) above;

(b) the report is made to:
- (i) a Protected Disclosure Officer;
- (ii) an officer or senior manager of the CTI company concerned;
- (iii) CTI's external auditor (or a member of that audit team)[2];
- (iv) an actuary of a CTI company;
- (v) ASIC;
- (vi) APRA; or
- (vii) a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the Corporations Act;

(c) the whistleblower has reasonable grounds to suspect that the information being disclosed concerns misconduct, or an improper state of affairs or circumstances in relation to the CTI group of companies. This may include a breach of legislation including the Corporations Act, an offence against the Commonwealth punishable by imprisonment for 12 months or more, or conduct that represents a danger to the public or financial system.

Examples of conduct which may amount to a breach of the Corporations Act include: insider trading, insolvent trading, breach of the continuous disclosure rules, failure to keep accurate financial records, falsification of accounts, failure of a director or other officer of the CTI group of companies to act with the care and diligence that a reasonable person would exercise, or to act in good faith in the best interests of the corporation or failure of a director to give notice of any material personal interest in a matter relating to the affairs of the company.

(d) The protections given by the Corporations Act when these conditions are met are:
- (i) the whistleblower is immune from any civil, criminal or administrative legal action (including disciplinary action) for making the disclosure;
- (ii) no contractual or other remedies may be enforced, and no contractual or other right may be exercised, against the whistleblower for making the report;
- (iii) in some circumstances, the reported information is not admissible against the whistleblower in criminal proceedings or in proceedings for the imposition of a penalty;[3]
- (iv) anyone who causes or threatens to cause detriment to a whistleblower or another person in the belief or suspicion that a report has been made, or may have been made,

proposes to or could be made, may be guilty of an offence and may be liable for damages;

(v) a whistleblower's identity cannot be disclosed to a Court or tribunal except where considered necessary; and

(vi) the person receiving the report commits an offence if they disclose the substance of the report or the whistleblower's identity, without the whistleblower's consent, to anyone except ASIC, APRA, the AFP or a lawyer for the purpose of obtaining legal advice or representation in relation to the report.

Confidentiality

If a report is made, the identity of the discloser must be kept confidential unless one of the following exceptions applies:

(a) the discloser consents to the disclosure of their identity;
(b) disclosure of details that might reveal the discloser's identity is reasonably necessary for the effective investigation of the matter;
(c) the concern is reported to ASIC, APRA, or the AFP; or
(d) the concern is raised with a lawyer for the purpose of obtaining legal advice or representation

[1] See Part 9.4AAA of the Corporations Act 2001 (Cth).
[2] CTI's external auditor is KPMG and contact details can be found in the CTI Annual Report.
[3] Such as where the disclosure has been made to ASIC or APRA, or where the disclosure qualifies as a public interest or emergency disclosure.

Annexure B – Special Protections under the Taxation Administration Act

The Taxation Administration Act gives special protection to disclosures about a breach of any Australian tax law by CTI or misconduct in relation to CTI's tax affairs if the following conditions are satisfied:

(a) the whistleblower is or has been:
- (i) an officer or employee of a CTI company;
- (ii) an individual who supplies goods or services to a CTI company or an employee of a person who supplies goods or services to a CTI company;
- (iii) an individual who is an associate of a CTI company;
- (iv) a spouse, child, dependent or dependent of the spouse of any individual referred to at (i) to (iii) above;

(b) the report is made to:
- (i) a Protected Disclosure Officer;
- (ii) a director, secretary or senior manager of the CTI company concerned;
- (iii) any CTI external auditor (or a member of that audit team)[4];
- (iv) a registered tax agent or BAS agent who provides tax or BAS services to a CTI company;
- (v) any other employee or officer of CTI who has functions or duties relating to tax affairs of the company (e.g. an internal accountant);
  (CTI recipients)
- (vi) the Commissioner of Taxation; or
- (vii) a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the Taxation Administration Act; and

(c) if the report is made to a CTI recipient, the whistleblower:
- (i) has reasonable grounds to suspect that the information indicates misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of a CTI company or an associate of that company; and
- (ii) considers that the information may assist the CTI recipient to perform functions or duties in relation to the tax affairs of a CTI company or an associate of the company; and

(d) if the report is made to the Commissioner of Taxation, the whistleblower considers that the information may assist the CTI recipient to perform functions or duties in relation to the tax affairs of a CTI company or an associate of the company.

The protections given by the Taxation Administration Act when these conditions are met are:

(a) the whistleblower is immune from any civil, criminal or administrative legal action (including disciplinary action) for making the disclosure;

(b) no contractual or other remedies may be enforced, and no contractual or other right may be exercised, against the whistleblower for making the report;

(c) where the disclosure was made to the Commissioner of Taxation, the reported information is not admissible against the whistleblower in criminal proceedings or in proceedings for the imposition of a penalty, except where the proceedings are concerned with whether the information is false;

(d) unless the whistleblower has acted unreasonably, a whistleblower cannot be ordered to pay costs in any legal proceedings in relation to a report;

(e) anyone who causes or threatens to cause detriment to a whistleblower or another person in the belief or suspicion that a report has been made, or may have been made, proposes to or could be made, may be guilty of an offence and liable to pay damages;

(f) a whistleblower's identity cannot be disclosed to a Court or tribunal except where considered necessary; and

(g) the person receiving the report commits an offence if they disclose the substance of the report or the whistleblower's identity, without the whistleblower's consent, to anyone except the Commissioner of Taxation, the AFP or a lawyer for the purpose of obtaining legal advice or representation in relation to the report.

Confidentiality

If a report is made, the identity of the discloser will be kept confidential unless one of the following exceptions applies:

(a) the discloser consents to the disclosure of their identity;
(b) disclosure of details that might reveal their identity is reasonably necessary for the effective investigation of the allegations;
(c) the concern is reported to the Commissioner of Taxation or the AFP; or
(d) the concern is raised with a lawyer for the purpose obtaining legal advice or representation.

[4] CTI's external auditor is KPMG and contact details can be found in CTI's Annual Report.

Annexure C – Protected Disclosure Officers – Contact Information

CTI Group HR Manager Glenn Brown	Phone: 08 9422 1100 Email: gbrown@ctilogistics.com
CTI HR Manager Michelle Watkins	Phone: 08 9422 1100 Email: mwatkins@ctilogistics.com
CTI General Manager Corporate Matthew Watson	Phone: 08 9422 1100 Email: mwatson@ctilogistics.com
GMK Logistics – CEO Derek Lightfoot	Phone: 02 9308 8500 Email: dlightfoot@gmklogistics.com.au

How to submit a report

Post: Reports can also be submitted via post to the Company Secretary, CTI Logistics Limited, PO Box 400, West Perth WA 6872 – clearly marked as "Confidential to the Company Secretary".

Email: You can lodge your report by email to whistleblower@ctilogistics.com or alternatively to the Whistle Blowing Services (WBS), a free external reporting service.

Website: The WBS website can be accessed from the CTI Intranet. When accessed, this will open a dedicated landing page for CTI Logistics in which you can lodge a report and see the full text of the CTI Whistleblower Policy. To make an "Online" report please click on the 'Make a Report' button on the website. You will be redirected to the new page where you need to enter 'CTIL2020' in the 'Unique Key' field. Click on 'next' and follow the prompt. You will then be asked for your "Client Reference Number", which is "8gon3456".

You can also access the WBS and dedicated CTI landing page directly at the following address:
https:/www.whistleblowingservice.com.au/ctilogistics/

Phone: You can contact the WBS Hotline to lodge a verbal report or receive advice on lodging a report. To make a "Phone" report please call the following number: Australia – 1300 687927 (free call available 24 Hours a day). You will be asked to supply the same information to validate your report. When asked for the "Unique Key" please state 'CTIL2020' to the support person. The support person will then ask you for your "Client Reference Number", which is "8gon3456".

The WBS service will provide the details of your disclosure to a CTI Protected Disclosure Officer. Reports may be made anonymously, however if you provide your contact details to WBS, those contact details will only be provided to the Protected Disclosure Officer if you consent.