

Whistleblower Policy

Macmahon Holdings Limited (**Macmahon**) is committed to conducting its business in accordance with the highest standards of personal and corporate integrity, responsibility, openness and accountability. This is fundamental to Macmahon's values and is enshrined in Macmahon's Statement of Values and its Code of Conduct.

The purpose of this policy is to promote and support a culture of responsible and ethical behaviour, good corporate governance and compliance with Macmahon's legal and regulatory obligations. It also encourages reporting of violations (or suspected violations) and provides effective protection from victimisation and retaliation or dismissal to persons making a report.

To this end Macmahon strongly encourages, and provides protections and support for, the reporting of reasonably held concerns of suspected or actual misconduct, or an improper state of affairs or circumstances in relation to Macmahon or its subsidiaries (**Group**).

1. Who is an Eligible Whistleblower?

An individual is eligible to make a disclosure that qualifies for protection under the Australian whistleblower laws if the individual is or has been any of the following:

- (a) a current or former officer or employee of Macmahon, including permanent, part-time, fixed-term or temporary employees, interns, secondees, managers and directors;
- (b) a contractor or supplier of goods or services to Macmahon (whether paid or unpaid) including their employees;
- (c) an associate of Macmahon; or
- (d) a relative, dependent or spouse of any of the above.

In this policy, each person in the categories listed above is an "**Eligible Whistleblower**" where they make a disclosure that qualifies for protection under the Australian whistleblower laws and in accordance with this policy.

2. Application and compliance with this policy

This policy applies to all directors, management, staff and contractors of the Group, wherever they are based, and to any person who is otherwise an Eligible Whistleblower.

Officers and employees of the Group based outside Australia may also be subject to additional local whistleblower requirements in the country in which they are based.

An Eligible Whistleblower may report Disclosable Information (as set out in section 3) to an eligible person (as set out in section 4) in accordance with this policy.

This policy sets out the process for reporting concerns and also provides information about the support,

protections and remedies which persons may be eligible to access when making a disclosure of Disclosable Information that qualifies for protection.

This policy does not impose contractual obligations on Macmahon, and the policy may be amended, withdrawn or replaced at any time at Macmahon's discretion.

A breach of this policy is considered serious and may lead to disciplinary action, including removal or dismissal. Failure to comply strictly with this policy could expose you or the Group to serious civil or criminal liability and/or damage the Group's reputation.

3. What is Disclosable Information?

To be able to make a disclosure under this policy that qualifies for protection, an Eligible Whistleblower must have objectively reasonable grounds to suspect that the information disclosed concerns Disclosable Information that has or is occurring in relation to Macmahon. If an Eligible Whistleblower has reasonable grounds to suspect that the information disclosed concerns Disclosable Information, they may still be protected under this policy or the Australian whistleblower laws even if the disclosure turns out to be incorrect. However, it is a serious disciplinary offence to make a disclosure maliciously or that is known to be false. Where there are no reasonable grounds to suspect that a disclosure concerns Disclosable Information, the disclosure will not qualify for protection under this policy or the Australian whistleblower laws.

Disclosable Information relating to a disclosable matter is information that:

- (a) concerns misconduct or an improper state of affairs or circumstances in relation to Macmahon; or
- (b) indicates that Macmahon (including an employee or officer of Macmahon) has engaged in **Disclosable Conduct**, which includes conduct that:
 - represents a danger to the public or the financial system;
 - constitutes an offence against, or contravention of, a provision of any Relevant Legislation;
 - constitutes an offence against any other Commonwealth Act that is punishable by imprisonment for a period of 12 months or more; or
 - is prescribed by the regulations to be a disclosable matter.

Disclosable Information usually relates to conduct of persons performing work for Macmahon but can also relate to conduct of third parties, such as customers, suppliers or service providers.

Examples of Disclosable Information include:

- coercion, harassment (including sexual harassment) or discrimination by, or affecting, any member of Macmahon;
- unethical, dishonest, fraudulent, corrupt or unlawful conduct, including theft, money laundering and bribery or improper payments;
- conduct or any alleged conduct or other aspect of Macmahon's business that breaches competition and consumer laws or may be misleading or deceptive conduct;
- accounting, taxation or financial reporting practices, or concerns that pose a danger to Macmahon's financial system (even if it does not involve a breach of law);
- failure to comply with, or breach of, legal or regulatory requirements;

- engaging in or threatening to engage in detrimental conduct against a person who has made a disclosure, or is believed or suspected to have made, or be planning to make a disclosure of a wrongdoing;
- potential breaches of human rights standards, including any conduct that may amount to modern slavery; or
- conduct endangering the health and safety of any person (even if it does not involve a breach of law).

A disclosure solely about a Personal Work-related Grievance is not covered by this policy and nor does it qualify for protection under the Australian whistleblower laws unless it also relates to actual or threatened detrimental treatment of an Eligible Whistleblower for making or being suspected of making a protected disclosure under this policy.

A Personal Work-related Grievance may still qualify for protection if:

- it includes information about misconduct or information about misconduct includes or is accompanied by a Personal Work-related Grievance (mixed report);
- it relates to breaches of employment or other laws punishable by imprisonment for a period of 12 months or more;
- it relates to conduct that represents a danger to the public;
- the disclosure relates to information that suggests misconduct beyond the Eligible Whistleblower's personal circumstances;
- the Eligible Whistleblower suffers from or is threatened with detriment for making a disclosure; or
- the Eligible Whistleblower seeks legal advice or legal representation about the operation of whistleblower protections.

If the disclosure is a solely Personal Work-related Grievance, it should be made in accordance with Macmahon's G-111 EEO (Discrimination, Harassment and Bullying) Complaint and Resolution Procedure, or G-139 EEO Complaints Form which can be accessed at Macmahon Document Library.

4. Who do Eligible Whistleblowers disclose to?

Macmahon's Diversity and Inclusion Policy and Sexual Harassment Policy also provide an alternative pathway for reporting and investigating unlawful victimisation, discrimination, retaliation and harassment on the basis of sex, colour, religion, nationality, age, disability and other matters protected by law.

In order to be afforded the protections under this policy, an Eligible Whistleblower must make disclosures concerning Disclosable Information including Disclosable Conduct that qualifies for protection under Australian whistleblower laws to the below eligible recipients only. Reports may be made confidentially or anonymously. An Eligible Whistleblower can choose to remain anonymous while making a disclosure, over the course of the investigation and after the investigation is finalised and still qualify for protection under the Australian whistleblower laws. The Eligible Whistleblower may adopt a pseudonym when making a disclosure if the Eligible Whistleblower would prefer not to disclose their identity to others.

(a) Your Call

Macmahon has engaged Your Call Whistleblowing Solutions to receive and manage a report with impartiality and confidentially. A secure report can be made to Your Call (including an anonymous report) via:

- (i) Your Call's website: **www.yourcall.com.au/report** (you will need to enter the unique identifier code which is: **Macmahon**); or
- (ii) the Whistleblower hotline (**1800 630 739 within Australia and +61 8 9232 1073 outside of Australia**). Calls are taken by independent trained disclosure officers of Your Call. The Whistleblower hotline is manned by Your Call officers between 9am and midnight Monday to Friday (AEST), except public holidays. Calls outside of this will be directed to a voicemail and be returned within 8 hours.

Your Call remains the intermediary at all times, receiving and forwarding communication between all parties. Your Call will notify the Protected Disclosure Officers within 24 hours of receiving a report, ensuring the identity of the Eligible Whistleblower is protected unless the Eligible Whistleblower has consented otherwise.

After making a disclosure, the Eligible Whistleblower will be provided with a unique Disclosure Identification Number and access to a secure online Message Board. The Message Board allows ongoing anonymous communication with Your Call and/or Macmahon. The Message Board can be used to receive updates, share further information/evidence and request support or report retaliation. If you cannot access the Message Board, you can contact Your Call via phone (above) for verbal updates.

(b) Protected Disclosure Officers

The Protected Disclosure Officers are responsible for ensuring that Eligible Whistleblower disclosures are investigated and resolved within a reasonable period of time. The Protected Disclosure Officers must advise the Chair and the Managing Director & CEO and/or the Audit and Risk Committee of any serious breaches or allegations which are reported to them under this Whistleblower policy.

Reports to the Protected Disclosure Officers can be made by post or email to the attention of either one or all of the Protected Disclosure Officers, whose details are as follows:

General Counsel & Company Secretary
Protected Disclosure Officer No 1, Macmahon
15 Hudswell Road, Perth Airport WA 6105
Email: pdo1@macmahon.com.au

Chief People Officer
Protected Disclosure Officer No. 2, Macmahon
15 Hudswell Road, Perth Airport WA 6105
Email: pdo2@macmahon.com.au

Assistant Company Secretary
Protected Disclosure Officer No. 3, Decmil
15 Hudswell Road, Perth Airport WA 6105
Email: pdo3@macmahon.com.au

If a disclosure relates to one of the Protected Disclosure Officers, the Eligible Whistleblower may choose to make the disclosure to one of the other Protected Disclosure Officers.

An Eligible Whistleblower may contact a Protected Disclosure Officer before, or at any time after, making a whistleblower disclosure through any reporting channel if they have any concerns about making a disclosure, about confidentiality or about the protections that may be available under this policy or under Australian whistleblower laws.

(c) Officer or Senior Manager of Macmahon

Macmahon encourages any person wishing to make a Whistleblower disclosure to do so to an Officer or Senior Manager of Macmahon. The report will be referred to a Protected Disclosure Officer as soon as practicable, except where the report relates to either one or all the Protected Disclosure Officers, ensuring the Eligible Whistleblower's identity is protected unless the Eligible Whistleblower has consented otherwise.

(d) Other eligible recipients

An Eligible Whistleblower may instead make a disclosure to:

- (i) Macmahon's external independent financial reporting auditor (KPMG) or internal auditor (including a member of an audit team conducting an audit on Macmahon);
- (ii) an actuary of Macmahon;
- (iii) a registered tax agent or BAS agent of Macmahon who is providing tax agent or BAS services to Macmahon; or
- (iv) an employee or officer of Macmahon who has functions or duties that relate to the tax affairs of Macmahon.

For protections to apply under the Australian taxation whistleblower laws, the Eligible Whistleblower must consider that the disclosure of information to that person may assist them in their role (in relation to the federal tax affairs of Macmahon or an associate of Macmahon).

(e) External recipients

While Macmahon encourages an Eligible Whistleblower to report Disclosable Information including Disclosable Conduct under this policy to Your Call or a Protected Disclosure Officer in the first instance, this policy is not intended to prevent an Eligible Whistleblower making a protected disclosure to:

- (i) ASIC, APRA, or the ATO; or
- (ii) members of parliament or journalists, where the Eligible Whistleblower has reasonable grounds to believe that making the further disclosure would be in the public interest or the information concerns a substantial and imminent danger to the health or safety to one or more persons or to the natural environment, but **only if** strict conditions are met, including but not limited to:
 - (A) the Eligible Whistleblower previously made a disclosure of that information to either ASIC, APRA or another Commonwealth body prescribed by regulation; and
 - (B) the Eligible Whistleblower notified that body in writing of their intention to disclose to a member of parliament or journalist (where, for public interest disclosures, *at least 90 days* must first have passed since the Eligible Whistleblower's previous disclosure before this notice may be given).

It is important for the Eligible Whistleblower to understand the strict criteria for making a disclosure to a member of parliament or journalist and they should obtain independent legal advice before making such disclosure.

For more information about the Australian whistleblower laws (including how to make a disclosure directly to ASIC or the ATO), see the information available on the ASIC website (including *Information Sheet 239: How ASIC handles whistleblower reports* and *Information Sheet 247: Company officer obligations under the whistleblower protection provisions*) and the

ATO website.

Eligible Whistleblowers are encouraged to provide a Protected Disclosure Officer with copies of any report that they make to external reporting bodies.

Eligible Whistleblowers may seek legal advice from, or be legally represented by, their own lawyer in relation to the Eligible Whistleblower's disclosure of Disclosable Information.

5. Interaction with whistleblower laws outside Australia

If the disclosure concerns the conduct of Macmahon, Macmahon's people or Macmahon's operations based outside Australia, the Eligible Whistleblower may also have protections and obligations under the whistleblower laws in the country in which they are based.

6. Investigations

(a) Investigation process

When an Eligible Whistleblower makes a disclosure internally under this policy, the disclosure will typically be investigated as set out in this section. This process may vary depending on the nature of the disclosure.

A Protected Disclosure Officer receiving the disclosure will notify the person who disclosed the alleged breaches acknowledging receipt of the disclosure within five (5) business days. All disclosures will be promptly assessed to determine whether the disclosure is covered by this policy and if a formal, in-depth investigation is required.

Subject to the provisions set out in Section 8 below, the Protected Disclosure Officer may conduct the initial review of the Eligible Whistleblower's disclosure and may seek assistance from another appropriate person within Macmahon.

If the Protected Disclosure Officer deems that a further inquiry is appropriate, that inquiry or investigation may be conducted by a senior manager or a member of the People team or, at the discretion of Macmahon, by an external and independent person. The Protected Disclosure Officer may consider an external investigation is appropriate to ensure fairness and independence or because specialist skills or expertise are required.

The investigator(s) will conduct the investigation in an objective and fair manner, ensuring that they give any employee who is mentioned in the disclosure an opportunity to respond to the allegations prior to any adverse findings being made against them. Those employees are also entitled to access the support services referred to in section 7.

If appropriate, the outcome of the inquiry or investigation will be reported to the Board (protecting the Eligible Whistleblower's identity, if applicable) and may, if the Protected Disclosure Officer considers appropriate, be shared with the Eligible Whistleblower and any persons affected by the disclosure as considered appropriate by the Protected Disclosure Officer.

Appropriate records and documentation for each step in the process will be maintained by the investigator.

Macmahon encourages any concerns about the handling or investigation of the disclosure to be raised with a Protected Disclosure Officer.

(b) Duration of investigation

Macmahon will aim to conclude the investigations within two months of receiving the disclosure, but that time may vary depending on the nature of the disclosure.

(c) Further information to investigate

Macmahon may not be able to undertake an investigation if Macmahon is not able to contact the Eligible Whistleblower or receive additional information from the Eligible Whistleblower to fully investigate the disclosure. If the Eligible Whistleblower has made the disclosure anonymously, Macmahon suggests that the Eligible Whistleblower maintains ongoing two-way communication with Macmahon, including for example through Your Call, so Macmahon may ask follow-up questions or provide feedback. The Eligible Whistleblower may refuse to answer questions that they feel may reveal their identity at any time.

(d) Confidentiality protections

All inquiries and/or investigations will be conducted on a confidential basis and in accordance with the Australian whistleblower laws, subject to the exceptions allowed under section 8 of this policy or otherwise required by law, ensuring not to disclose the identity of the person making the disclosure or any information that is likely to lead to the identification of the person making the disclosure during and after the investigation (including in any reporting to the Board or to any persons affected).

7. Whistleblower support

Macmahon provides support for the Eligible Whistleblower, including by:

- if the Eligible Whistleblower can be contacted (including through anonymous channels), keeping the Eligible Whistleblower regularly informed of the progress of the inquiry or investigation (subject to any privacy and confidentiality obligations and as required by law) as appropriate, with the frequency and timeframe of such updates depending on the nature of the disclosure;
- endeavouring to resolve any concerns that the Eligible Whistleblower has regarding actual or threatened detrimental treatment because they have made, or are considering making, a disclosure under this policy;
- providing training to its employees, managers and officers and other eligible recipients about this policy, processes and procedures; and
- providing access to a confidential support and counselling service, the Employee Assistance Program (**EAP**). Information on Macmahon's EAP is available from the People team and on the Company's intranet.

In situations where an Eligible Whistleblower may have been involved in conduct connected with the disclosure of Disclosable Information, the fact that the Eligible Whistleblower made a report may be relevant to any remedial or disciplinary action that may be taken as a consequence of the inquiry or investigation.

8. Protections for Whistleblowers

(a) Confidentiality Protections

Everyone involved in an investigation must take all reasonable steps to reduce the risk that an Eligible Whistleblower will be identified.

Macmahon will do this by:

- obscuring the Eligible Whistleblower's name and identifying features from any internal reporting about their disclosure (unless they agree for their identity to be known);
- referring to the Eligible Whistleblower in a gender-neutral context (unless they agree for

their identity to be known);

- where applicable, communicating with the Eligible Whistleblower through anonymised telephone hotlines and anonymised email address;
- where possible, contacting the Eligible Whistleblower to help identify certain aspects of their disclosure that could inadvertently identify them;
- engaging qualified staff to handle and investigate disclosures;
- storing all material relating to disclosures securely;
- limiting access to all information to those directly involved in handling and investigating the disclosure; and
- ensuring that anyone who is involved in handling and investigating their disclosure is aware of the confidentiality requirements.

If an Eligible Whistleblower makes a protected disclosure, it is illegal for anyone at Macmahon to identify the Eligible Whistleblower or disclose any information that is likely to lead to the Eligible Whistleblower being identified, unless:

- the Eligible Whistleblower consents to the disclosure;
- the disclosure is made to ASIC, APRA, a member of the AFP or if the disclosure concerns Macmahon's tax affairs or the tax affairs of an associate of Macmahon, the ATO or the Tax Practitioners Board;
- the disclosure is made to another person or body prescribed by the regulations;
- the disclosure is made to a legal practitioner for the purposes of Macmahon obtaining legal advice or legal representation about the whistleblower laws;
- a court or tribunal finds it is necessary in the interests of justice; or
- where the disclosure of that information is reasonably necessary for investigating the disclosure and Macmahon has taken all reasonable steps to reduce the risk that the Eligible Whistleblower will be identified as a consequence of the disclosure.

An Eligible Whistleblower may lodge a complaint to a regulatory body, such as ASIC, APHRA or the ATO, if they believe that their confidentiality has been breached.

(b) Provision of identity to a court or tribunal

No one at Macmahon may disclose or produce to a court or tribunal any information or documents which disclose the Eligible Whistleblower's identity (or information likely to lead to the Eligible Whistleblower's identification) without seeking the advice of Macmahon's General Counsel.

If an Eligible Whistleblower makes a protected disclosure and becomes aware that a court or tribunal has requested disclosure of their identity or production of documents containing their identity (or information likely to lead to their identification), they may apply to the court or tribunal for an order protecting their identity.

(c) Protection from detriment

Macmahon is committed to protecting people who make disclosures under this policy from detrimental treatment (or threats of detrimental treatment).

It is against the law for anyone at Macmahon (including any officers, employees or contractors) to cause or threaten any detriment to any person because that person:

- is suspected or believed to have made a disclosure under this policy; or
- is or proposes to make a disclosure of information relating to a Disclosable Information under this policy or the the Australian whistleblower laws.

Detriment includes (but is not limited to):

- dismissal of an employee;
- injury of an employee in their employment;
- alteration of an employee's position or duties to their disadvantage;
- discrimination, harassment or intimidation;
- harm or injury including psychological harm, damage to property, reputation, business or financial position;
- taking action against a person (including any disciplinary action or imposing a liability) for making a disclosure; or
- threats of any of the above.

However, Macmahon is entitled to take steps that:

- are reasonably necessary to protect the Eligible Whistleblower from detriment (eg, moving the Eligible Whistleblower to another office to protect them from detriment if they have made a disclosure about their immediate work area); or
- relate to managing unsatisfactory work performance in line with Macmahon's performance management framework.

An Eligible Whistleblower may seek independent legal advice or contact regulatory bodies, such as ASIC, APRA or the ATO, if they believe they have suffered detriment because of their disclosure.

(d) Protection from civil, criminal and administrative liability

If an Eligible Whistleblower makes a protected disclosure, they will also be protected from any of the following in relation to their disclosure:

- civil liability – for example, any legal action against the Eligible Whistleblower for breach of an employment contract, duty of confidentiality or another contractual obligation;
- criminal liability – for example, prosecution for unlawfully releasing information or unlawfully using the Eligible Whistleblower's disclosures against them in a prosecution; and
- administrative liability – for example, disciplinary action for making a disclosure.

However, the Eligible Whistleblower may be liable for any misconduct that they have engaged in that is revealed by their disclosure (or revealed by an investigation following their disclosure).

9. Reporting and governance

This policy will be made available externally on Macmahon's website as well as internally via the

Macmahon Document Library.

Macmahon will periodically review this policy.

The Protected Disclosure Officers will, where appropriate (whilst maintaining confidentiality in accordance with section 8), provide the Board or its delegated committee reports on all material, active whistleblower matters, which may include information on:

- the number and nature of disclosures made in the last quarter (eg, by who, who to and matter type);
- how disclosures were made;
- the status of any investigations underway;
- any actions taken in relation to a disclosure;
- the frequency of communications with disclosers;
- the outcomes of completed investigations; and
- the timeframes for responding to and investigating disclosures.

The Board or its delegated committee will also be informed of any material incidents reported under this policy.

10. Definitions

In this policy the following definitions apply unless the context otherwise requires:

- AFP** means the Australian Federal Police.
- APRA** means the Australian Prudential Regulation Authority.
- ASIC** means the Australian Securities and Investments Commission.
- ATO** means the Australian Taxation Office.
- Board** means the Board of Directors of Macmahon.
- Chair** means the Chair of the Board.
- Commonwealth** means the Commonwealth of Australia.
- Officer** includes, relevantly:
 - a director of Macmahon;
 - the company secretary of Macmahon; or
 - a person:
 - who makes (or participates in making) decisions that affect the whole (or a substantial part) of the business of Macmahon;
 - who has the capacity to affect significantly Macmahon’s

financial standing; or

- in accordance with whose instructions or wishes the directors of Macmahon are accustomed to act.

Personal Work-related Grievance

means a grievance about any matter relating to the Eligible Whistleblower's current or former employment which has or tends to have implications for the Eligible Whistleblower personally, and the information does not have significant implications for Macmahon and does not concern Disclosable Conduct or alleged Disclosable Conduct.

Examples of a Personal Work-related Grievance include (without limitation):

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

Relevant Legislation

means the *Corporations Act 2001* (Cth), the *Australian Securities and Investments Commission Act 2001* (Cth), the *Banking Act 1959* (Cth), the *Financial Accountability Regime Act 2023* (Cth) the *Financial Sector (Collection of Data) Act 2001* (Cth), the *Insurance Act 1973* (Cth), the *Life Insurance Act 1995* (Cth), the *National Consumer Credit Protection Act 2009* (Cth), the *Superannuation Industry (Supervision) Act 1993* (Cth), an instrument made under an Act referred to above.

Senior Manager

means a person within Macmahon, other than a director or company secretary, who:

- makes (or participates in making) decisions that affect the whole (or a substantial part) of the business of Macmahon; or
- has the capacity to affect significantly Macmahon's financial standing.