



Speak Up Policy

GUD HOLDINGS LIMITED
ACN 004 400 891

Speak Up Policy

1 What is the purpose of this Policy?

GUD and its subsidiaries (**GUD**) are committed to conducting business honestly and in accordance with its values and standards of expected behaviour. The Board has approved this Policy to:

- encourage people to Speak Up if they become aware of Potential Misconduct;
- explain how to Speak Up and what protections a discloser will receive;
- outline GUD's processes for responding to Speak Up disclosures; and
- promote a workplace environment in which everyone feels safe, supported and encouraged to Speak Up.

GUD will not tolerate anyone being discouraged from Speaking Up or being disadvantaged or victimised because they want to Speak Up or they have done so. Disciplinary action, up to and including termination of employment or engagement, will be imposed on anyone shown to have disadvantaged or victimised a person because they want to Speak Up or have Spoken Up.

A failure of people to Speak Up exposes GUD to additional risks and will undermine our culture and values.

2 What is Speaking Up?

Speaking Up means telling a **Recipient** information about **Potential Misconduct** in relation to GUD. If in doubt, Speak Up. The Recipients are set out in section 5

3 What is Potential Misconduct?

Potential Misconduct is any suspected or actual misconduct or improper state of affairs or circumstances in relation to the Group. This will include conduct in relation to an employee or officer of the Group.

You should Speak Up even if you are unsure if something is Potential Misconduct.

Potential Misconduct does **not** generally include **personal work-related grievances**.

Personal work-related grievances are grievances relating to your employment that have implications for you personally (such as a disagreement between you and another employee or a decision about your promotion).

Generally, these grievances should be raised with the Chief People Officer to allow those issues to be resolved most effectively. In some cases, these grievances may qualify for legal protection (see Attachment 1).

Potential Misconduct may or may not include a breach of law or information that indicates a danger to the public or to the financial system. You should Speak Up even if you are unsure if something is Potential Misconduct. Examples of Potential Misconduct include, but are not limited to:

- breach of laws or regulations;
- breach of the Code of Conduct or other Company policies, standards or codes;
- criminal activity;
- bribery or corruption;
- conduct endangering health and safety, or causing damage to the environment;
- dishonest behaviour;
- conflicts of interest;
- anti-competitive behaviour;
- financial fraud or mismanagement;
- insider trading;
- unauthorised use of GUD's confidential information;
- conduct likely to damage GUD's financial position or reputation; and
- deliberate concealment of any of the above.

4 Who can Speak Up?

Anyone with information about Potential Misconduct is encouraged to Speak Up.

This Policy applies to all of GUD's current and past:

- employees, directors, officers and contractors;
- suppliers (including employees of suppliers); and
- associates,

and these people's dependents (or their spouse's dependents) and their relatives.

5 Who can I Speak Up to?

GUD encourages you to Speak Up to one of the following **Recipients**.

Recipient Name

Contact details

Chief People Officer

Barbara Harrison
 E: barbarah@gud.com.au
 T: +613 9243 3353
 M: +614 3738 2660
 A: 29 Taras Avenue, Altona North,
 Victoria 3025

General Manager, People and Culture
for Davey

Kirsty Appleton
E: kappleton@davey.com.au
T: +613 9730 9227
M: +614 1435 3368
A: 6 Lakeview Drive, Scoresby,
Victoria 3179

General Counsel and Company
Secretary

Malcolm Tyler
E: malcolmt@gud.com.au
T: +613 9243 3380
M: +614 1999 1516
A: 29 Taras Avenue, Altona North,
Victoria 3025

Chief Financial Officer

Martin Fraser
E: martinf@gud.com.au
T: +613 9243 3362
M: +614 1784 2152
A: 29 Taras Avenue, Altona North,
Victoria 3025

Managing Director and Chief Executive
Officer

Graeme Whickman
E: graemew@gud.com.au
T: +613 9243 3308
M: +614 9012 3513
A: 29 Taras Avenue, Altona North,
Victoria 3025

Chairman of GUD Board (if it relates to
senior management, Board members or
any of the Recipients)

Graeme Billings
E: graemeb@gud.com.au

Chair of GUD Risk and Compliance
Committee (if it relates to senior
management, Board members or any of
the Recipients)

Jennifer Douglas
E: jenniferd@gud.com.au

Whistleblower Services Hotline

Contact through the link on the home page of the GUD website [\[here\]](#), or go to

<https://www.whistleblowingservice.com.au/gud-holdings/>

The Hotline can be contacted online 24 hours a day, 7 days a week.

AUSTRALIA

To access both the Online and Phone Reporting Line you will need the following “**Unique Key**” **GUD2020**

You will then be asked for a “**Client Reference Number**”. This is “acjys”.

Alternatively, if you wish to make a report by telephone in Australia you may call **1300 687927** between 8.00 am and 5.00 pm AEST.

NEW ZEALAND

To access both the Online and Phone Reporting Line you will need the following “**Unique Key**” **GUD20201**

You will then be asked for a “**Client Reference Number**”. This is “rc2mu”.

Alternatively, if you wish to make a report by telephone in New Zealand you may call **0800 687927** between 8.00 am and 5.00 pm NZEST.

INTERNATIONAL

To access the Online Reporting you will need the following “**Unique Key**” **GUDINT**

You will then be asked for a “**Client Reference Number**”. This is “tc2m20”.

The contact details of the Recipients can be found above. You can make your report by email, telephone or in person.

Whistleblower Services is an independent hotline service that gives employees and other individuals the opportunity to anonymously report Potential Misconduct.

It is intended that reports made to a Recipient or through the hotline will be acknowledged within 3 days.

6 What information should I provide?

You should provide as much information as possible, including details of the Potential Misconduct, people involved, dates, locations and if any more evidence may exist.

When Speaking Up you will be expected to have reasonable grounds to believe the information you are disclosing is true. You will not be penalised even if the information turns out to be incorrect (see section 9.4 below). However, you obviously must not make a report that you know is not true or is misleading.

7 Can I make an anonymous disclosure?

You can make an anonymous disclosure if you do not want to reveal your identity.

However, you are encouraged to provide your name because it will make it easier for us to investigate and address your disclosure (for example, we may seek more information to assist an investigation).

If you do not provide your name, any investigation will be conducted as best as possible in the circumstances. However, please be aware that an investigation may not be possible unless sufficient information is provided, and it may make it difficult to offer you the same level of practical support if we do not know your identity. You will still be entitled to protections under the law.

If you do provide your name, it will only be disclosed if you provide your consent, or in exceptional circumstances where the disclosure is allowed or required by law (e.g. in dealings with a regulator). If you have concerns about this, you can discuss this with the Recipient.

Details about how your identity will be protected if you do provide your name are described in section 9.

8 How will GUD respond?

The Board of GUD is determined to ensure that all disclosures made under this Policy will be received and treated sensitively and seriously, and will be dealt with promptly, fairly and objectively. GUD will apply the protections described at section 9 when responding to or investigating disclosures.

- GUD's response to a disclosure will vary depending on the nature of the disclosure and the amount of information provided. Your report may be addressed and resolved informally (such as assisting employees to change their behaviour) or through a formal investigation.
- While Speaking Up does not guarantee a formal investigation, all reports of disclosure will be properly assessed and considered by GUD and a decision made as to whether they should be investigated.
- Any investigations commenced will be conducted in a timely manner and will be fair and independent from any persons to whom the disclosure relates.
- Investigations will generally be conducted by, or under the supervision of, the Company Secretary and General Counsel. Other people, including employees or external advisers, may also be asked to assist or run the investigation.
- Where the Potential Misconduct involves senior management, a director or significant financial matters, the Recipient must immediately notify the Chair of the Board. Where the Potential Misconduct relates to the Chair of the Board, the Recipient must immediately notify the Chair of the Risk and Compliance Committee.
- All employees and contractors must co-operate fully with any investigations.
- Where appropriate, a person being investigated will be informed of the allegations against them at an appropriate time (to the extent permitted by law), usually during the course of an investigation, and will be given an opportunity to respond to the allegations made against them.

- The results of any investigation conducted will be recorded in writing in a formal internal report that will be confidential and is the property of GUD.
- Where possible, people who Speak Up will be informed of the investigation outcome. However, it may not always be appropriate to provide disclosers with this information.
- Where an investigation identifies a breach of GUD's Code of Conduct or internal policies or procedures, appropriate disciplinary action will be taken. This may include but is not limited to terminating or suspending the employment / engagement of the person(s) involved in the misconduct.
- If an investigation identifies a suspected or actual breach of the law, GUD may refer the matter to the relevant legal authority.

9 What protections exist if I Speak Up under the Policy?

This section outlines GUD's policy on protecting those who Speak Up. The law also contains protections for disclosers, which are summarised at Attachment 1.

9.1 Protecting your identity

GUD's priority is to protect the identity of people who Speak Up. If you Speak Up, your identity (and any information GUD has because of your disclosure that someone could likely use to work out your identity) will only be disclosed (beyond the person to whom you made the disclosure) if you give your consent to GUD to disclose that information or in exceptional circumstances where the disclosure is allowed or required by law (for example, to the Australian Federal Police or a lawyer in order to receive legal advice about the disclosure).

9.2 Protecting you from detriment

No person may victimise or cause detriment to someone (or threaten to do so) because of a suspicion that any person has or will Speak Up. Examples of detriment include discrimination, harassment, causing physical or psychological harm, damaging property, and varying an employee's role or duties.

You should tell a Recipient listed in section 5 if you are concerned that you may be, are being, or have been subject to detrimental conduct. GUD will treat this very seriously.

Any person involved in detrimental conduct will be subject to disciplinary action (including but not limited to termination of employment / engagement). In some circumstances, this may also be a criminal offence punishable by imprisonment. GUD

9.3 Other protections available

GUD is committed to making sure that you are treated fairly and do not suffer detriment because you Speak Up. The protections offered will depend on things such as the Potential Misconduct and people involved. Protections may include the following:

- monitoring and managing the behaviour of other employees;
- relocating employees (which may include the people alleged to have been involved in the Potential Misconduct) to a different division, group or office;
- offering you a leave of absence or flexible workplace arrangements while a matter is investigated;

- access GUD's Employee Assistance Program (if you are a current employee) and additional support from GUD (such as counselling or other support services); and/or
- rectifying any detriment that you have suffered.

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

Further information regarding the protections afforded under Australian law to persons who Speak Up is available in Attachment 1 to this Policy.

9.4 Maintaining integrity when Speaking Up and conducting investigations

A Speak Up report may damage the career prospects and reputation of people who are the subject of serious allegations and therefore if your report is not made on reasonable grounds or is found to be malicious, deliberately misleading or frivolous, you may be subject to disciplinary action. Speaking Up is not about airing a grievance. It is about reporting real or perceived misconduct, malpractice, breaches of GUD policies or the law.

GUD is committed to protecting the wellbeing of all its employees and is concerned about the fair treatment of all GUD employees. If you would like additional support in relation to speaking up or responding to an investigation or allegation, please contact the Company Chief People Officer or your business' Human Resources Manager. You can also access the Employee Assistance Program via phone or through the intranet for additional support.

10 Reporting

The Board will receive a summary of disclosures made under this Policy on a monthly basis. The Board will be provided additional information about any material incidents raised.

Recipients must consider if a disclosure or information that arises in responding to a disclosure triggers processes in GUD's Continuous Disclosure Programme. If so, that information must be dealt with in accordance with the Continuous Disclosure Programme.

11 Further information

Any questions about this Policy or Speaking Up can be referred to GUD Company Secretary and General Counsel or the external helpline, Whistleblower Services.

This Policy will be available on GUD's public website and on GUD intranets. This Policy will be reviewed from time to time and amended as required.

This Policy does not form part of terms of employment and may be amended from time to time.

Attachment 1

Protections provided by law

1 Additional legislative protections

You are encouraged to Speak Up under this Policy. However, the law offers protections in other cases (for example, you can report potential misconduct to people other than Recipients). If you make a “protected disclosure” under the law that does not comply with the Speak Up Policy, you will still be entitled to the legal protections.

Please contact a Recipient if you would like more information about legal protections.

2 Protected disclosures

Certain information that is disclosed to certain people or organisations is protected by law. Examples of this information and recipients are outlined in the following table.

Information reported or disclosed	Recipient of disclosed information
<p>General disclosable matters</p> <ul style="list-style-type: none">• Information about actual or suspected misconduct, or an improper state of affairs or circumstances in relation to the Company or a related body corporate• Information that the Company or a related body corporate or any officer or employee of the Company or a related body corporate has engaged in conduct that:<ul style="list-style-type: none">– contravenes or constitutes an offence against certain legislation (e.g. the Corporations Act);– represents a danger to the public or the financial system; or– constitutes an offence against any law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more. <p>Note that “personal work-related grievances” are not protected disclosures under the law, except as noted below</p>	<p>Recipients for any general disclosable matters</p> <ul style="list-style-type: none">• A person authorised by the Company to receive protected disclosures – i.e. Recipients under this Policy (see section 5)• An officer or senior manager of the Company or a related body corporate• An auditor, or a member of an audit team conducting an audit, of the Company or a related body corporate• An actuary of the Company or a related body corporate• ASIC or APRA• A legal practitioner for the purpose of obtaining legal advice or legal representation

Information reported or disclosed	Recipient of disclosed information
<p>Tax-related disclosable matters</p> <ul style="list-style-type: none"> Information about misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of the Company or an associate, which the employee considers may assist the recipient to perform functions or duties in relation to the tax affairs of the Company or an associate 	<p>Recipients for any tax-related disclosable matters</p> <ul style="list-style-type: none"> A person authorised by the Company to receive reports of tax-related disclosable matters An auditor, or a member of an audit team conducting an audit, of the Company A registered tax agent or BAS agent who provides tax services or BAS services to the Company A director, secretary or senior manager of the Company An employee or officer of the Company who has functions or duties that relate to the tax affairs of the Company A legal practitioner for the purpose of obtaining legal advice or legal representation
<p>Further tax-related information</p> <ul style="list-style-type: none"> Information that may assist the Commissioner of Taxation to perform his or her functions or duties under a taxation law in relation to the Company 	<p>Recipients for any further tax-related information</p> <ul style="list-style-type: none"> Commissioner of Taxation A legal practitioner for the purpose of obtaining legal advice or legal representation

The law also protects certain disclosures made in “emergency” and “public interest” situations, in which case disclosures can be made to additional recipients. Please contact the Company’s General Counsel/ Company Secretary if you would like more information about emergency and public interest disclosures.

Personal work-related grievances

Legal protection for disclosures about solely personal employment related matters are only available under the law in limited circumstances. A disclosure of a personal work-related grievance will remain protected if, in summary:

- it concerns detriment to you because you have or may be considering Speaking Up; or
- it is made to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of the law about whistleblowers.

Under the law, a grievance is **not** a ‘personal work-related grievance’ if it:

- has significant implications for an entity regulated under the law that do not relate to the discloser;
- concerns conduct, or alleged conduct, in contravention of specified corporate and financial services laws, or that constitutes an offence punishable by 12 months or more imprisonment under any other Commonwealth laws;

- concerns conduct that represents a danger to the public or financial system; or
- concerns conduct prescribed by the regulations.

3 Specific protections and remedies

Additional legislative protections may also be available, including but not limited to:

- compensation for loss, damage or injury suffered as a result of detrimental conduct;
- an injunction to prevent, stop or remedy the effects of the detrimental conduct; and
- an order requiring an apology for engaging in the detrimental conduct;
- if the detrimental conduct wholly or partly resulted in the termination of an employee's employment, reinstatement of their position; and
- any other order the court thinks appropriate.

The law also states that if you make a protected disclosure:

- in some circumstances (e.g. if the disclosure has been made to a regulator) the information you provide is not admissible in evidence against you in criminal proceedings or in proceedings for the imposition of a penalty, other than proceedings in respect of the falsity of the information;
- you are not subject to any civil, criminal or administrative liability for making the disclosure; and
- no contractual or other remedy may be enforced or exercised against you on the basis of the disclosure.

Adopted by the Board on 25 September 2019