Whistleblower Policy & Procedure

Bankstown Airport Pty Limited trading as Aeria Management Group (**"the Company")** and its related body corporates are committed to the highest standards of conduct and ethical behaviour and encourages the reporting of behaviour which fails to meet this standard.

Our behaviours are aligned to our values:

- Customer Centric - We understand our customer and go the extra mile.
- Aware - We act in the best interests of our community and environment
- Responsible & Safe – We are safe and accountable in everything we do.
- Engaging – We communicate openly in a respectful manner.

The standards of conduct and behaviour expected by the Company are outlined in the Company's Colleague Handbook and Code of Conduct, and other policies adopted by the Company which have been developed to ensure that the Company observes the highest standards of fair dealing, honesty and integrity in its business activities.

The Company's approach to protected whistleblower disclosures is set out in this whistleblower policy and procedure ("Policy"). This policy will be communicated to all staff by email, and shared on the Company's Sharepoint and external website.

1. Purpose

The overall purpose of this Policy is to encourage the reporting of misconduct, improper conduct and other reportable matters connected with the Company, to ensure those disclosures are appropriately investigated, and to protect eligible whistleblowers from detriment

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The purpose of this Policy is to ensure eligible whistleblowers (as referred to in "Scope" below), and those who may be involved in an investigation, understand:

- the ways in which a whistleblower can make a disclosure of information
- the protections which arise under whistleblower laws
- The Company's process for handling and investigating disclosures, and ensuring the fair treatment of the individuals involved
- and how whistleblowers will be supported and protected by the Company

This Policy supports the Code of Conduct and is designed to promote and reinforce the Company's culture of honest and ethical behaviour.

2. Scope

This Policy applies to all disclosures made by any current or former directors, officers and employees of the Company, as well as contractors or service providers who supply goods or services to the Company (paid or unpaid) or employees of persons who supply goods or services to the Company. The Policy also applies to the relatives, dependents and the dependents of the spouse of anyone who falls into one of the above categories. Any one of these people can be an "Eligible Whistleblower".

This Policy is designed is to:

- encourage disclosures of Reportable Conduct (defined below) that are connected to the Company
- help deter Reportable Conduct, in line with the Company's risk management and governance framework

- ensure that individuals who disclose Reportable Conduct can do so safely, securely and with confidence that they will be protected and supported
- ensure that disclosures are dealt with appropriately and on a timely basis
- provide transparency around the Company's framework for receiving, handling, and investigating disclosures
- meet the Company's legal and regulatory obligations.

The Company will not tolerate anyone being discouraged from speaking up or being subject to detriment because they want to speak up or they have done so. Disciplinary action, up to and including termination of employment or engagement, may be imposed on anyone shown to have caused detriment to a person because they want to, or have, spoken up.

This Policy outlines the process for individuals to raise concerns about reportable conduct and the protections that are available for individuals who make these reports.

3. Application

The Eligible Whistleblower is entitled to make a report in accordance with this Policy ("Whistleblower Report"). Whistleblower Reports can be made anonymously. The Company may also, at its discretion, choose to treat a report from another source as a Whistleblower Report. A person who makes a Whistleblower Report under this Policy is referred to as "Reporting Person".

4. Matters that Should be Reported

It is not possible to provide an exhaustive list of the activities that should be reported for the purposes of this Policy and meet the definition of "Reportable Conduct".

However, by way of general guidance, Reportable Conduct includes conduct by an officer or employee of the Company, or a related body corporate of the Company, or conduct in relation to the Company, which an Eligible Whistleblower has reasonable grounds to suspect, is:

- misconduct including fraud, negligence, default, breach of trust and breach of duty
- dishonest, corrupt or illegal (including theft, drug sales/use, violence or threatened violence and criminal damage against property)
- misleading or deceptive conduct (including practices or representations which amount to improper or misleading accounting or financial reporting practices)
- an offence under Commonwealth or State laws which is punishable by imprisonment for a period of 12 months or more
- a contravention of Commonwealth or State laws including (without limitation) the Corporations Act 2001 (Cth), any laws administered by the Australian Securities and Investments Commission ("ASIC") or the Australian Prudential Regulation Authority ("APRA"), the Competition and Consumer Act 2010 (Cth), the Income Tax Assessment Act 1936 (Cth), or the Privacy Act 1988 (Cth), anti-bribery or anti-money laundering laws
- actual or suspected modern slavery practices, including forced labour, debt bondage, human trafficking, child labour, deceptive recruitment practices, serious labour exploitation or conduct that may expose the Company or its supply chain to non-compliance with the Modern Slavery Act 2018 (Cth)
- unethical behaviour (either representing a material breach of the Code of Conduct or generally)
- an unsafe work practice which presents a serious health and safety risk
- a danger to the public or the financial system
- likely to cause financial or non-financial loss to any parent entity of the Company, or that is otherwise detrimental to the interests of the Company.

Reportable Conduct also includes conduct of the nature outlined above engaged in by a person outside of the Company but who has a business connection with the Company (e.g. a supplier, contractor or other business partner) where the conduct could have legal implications for the Company or materially impact the reputation of the Company.

Personal Work-related Grievances

Personal work-related grievances are not generally considered Reportable Conduct under this Policy and should be reported through the other mechanisms the Company has established to receive these complaints (see below). Personal work-related grievances are issues or concerns about a discloser's employment which have or tend to have implications for the discloser personally. Examples include:

- an interpersonal conflict between the discloser and another team member
- a decision relating to the engagement, transfer or promotion of the discloser
- a decision relating to the terms and conditions of engagement of the discloser
- a decision to suspend or terminate the engagement of the discloser, or otherwise to discipline the discloser.

These types of complaints should be raised with the People and Culture Manager and addressed in accordance with the applicable policy - (e.g. Grievance Handling Policy, Equal Employment Opportunity, Anti-Discrimination & Anti-Harassment Policy).

There may be some instances where a personal work-related grievance also has significant implications for an entity in the Company. When this is determined to be the case, your Whistleblower Report will be considered to be Reportable Conduct and handled in accordance with this Policy.

Further, any complaint of alleged detriment or victimisation against a person in contravention of this Policy or the statutory protections outlined, should be made under this Policy and will be considered to be Reportable Conduct and addressed in accordance with this Policy.

Protections Available Under This Policy

Detrimental treatment

The Company is committed to ensuring that anyone who is suspected or believed to have made or who might make a Whistleblower Report under this Policy will not suffer detrimental treatment or be disadvantaged as a result, even if they make a Whistleblower Report that is subsequently determined to be incorrect or is not substantiated (provided there were reasonable grounds for making the Whistleblower Report).

All reasonable steps will be taken by the Company to ensure that a person does not suffer detrimental treatment and is not subject to any form of victimisation due to their connection to a Whistleblower Report. Examples of detrimental treatment include (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 his or her disadvantage
- discriminatory behaviour towards the employee
- bullying, harassment or intimidation of a person
- harm and injury to a person, including psychological harm
- damage to a person's property, reputation, business or financial position.

A person who subjects another person to detrimental treatment due to their connection (or suspected connection) to a Whistleblower Report will be in breach of this Policy and will be dealt with under the Company's disciplinary procedures. This is a serious matter which may expose the person to civil and criminal sanctions under the legislation, as discussed below.

Identity protection

Information received from a Reporting Person will be kept confidential to the extent possible in accordance with "Confidentiality" section below, subject to the need to meet legal and regulatory requirements. In particular, the Company may disclose the information received to appropriate regulatory authorities, such as ASIC, APRA,

the Australian Federal Police or other prescribed governmental agencies. The Company may also disclose the information received to a legal practitioner for the purpose of obtaining legal advice in relation to the operation of the statutory whistleblower protections.

Support for Reporting Persons Available Under This Policy

The Company is committed to providing appropriate support to Reporting Persons. The nature of the support that may be offered will depend on the nature of the Reportable Conduct reported and the person who makes the Whistleblower Report.

Further support that may be made available includes:

- access to the Company's Employee Assistance Program
- support from human resources where reasonably required.

Reporting Persons making an anonymous Whistleblower Report will also be supported so far as possible.

Further questions about the support available should be directed to the People and Culture Manager.

Statutory Protections

Both the Corporations Act 2001 (Cth) ("Corporations Act") and the Taxation Administration Act 1953 (Cth) ("Taxation Administration Act") provide special protections for Eligible Whistleblowers in respect of disclosures which qualify for protection under each Act.

These protections are outlined in the "Statutory Protections" section below. The Company is committed to ensuring these legislative protections are complied with.

5. Making a Whistleblower Report

How to Make a Whistleblower Report

A Whistleblower Report can be made in the following ways:

1. via email: -whistleblowing@aeria.co. ; The mailbox can only be accessed by the General Counsel and the People and Culture Manager; or
2. via post: addressed to The Whistleblower Officer (General Counsel) – Aeria Management Group, 16A Airport Avenue, Bankstown Airport NSW 2200. The heading of the letter should make it clear that the letter is being sent as a Whistleblower Report made under this Policy; or
3. to an appropriate person: a Whistleblower Report can also be made to an authorised senior manager of the Company or a related body corporate. The authorised senior managers for receiving reports under this Policy are the CEO, CFO, COO, General Counsel, and People and Culture Manager. The subject of any email to one of these managers should make it clear that the email is being sent as a Whistleblower Report made under this Policy
4. logged online via an external reporting service (as described below).

Whistleblower Reports can also be made to a person's line manager, however for the avoidance of doubt, the Company does not authorise line managers to be authorised eligible recipients for the purpose of qualifying for statutory protections (see "Statutory Protections" below for more information). In these cases the report should be referred to an authorised senior manager. In addition, representatives of the shareholder and the directors of Aeria Management Group are not authorised eligible recipients for the purposes of this Policy. Where a Whistleblower Report is made to either a representative of the shareholder or a director of Aeria Management Group, it will be provided to the General Counsel to assess the appropriate response.

Utilising the Company's External Reporting Process:

You may make a report using the Company's external whistleblowing service which is independently managed by Your Call.

How reports made via Your Call are handled

You can make a report to Your Call:

• Online 24/7	www.yourcall.com.au/AMG
• Telephone 7am – midnight AEST, Business Days	1300 790 228

You can:

- make your report anonymously or consent to sharing your identity
- securely upload any relevant documentation or material that you wish to provide
- remain in contact with Aeria and receive updates about the handling of your report via Your Call's online message board, which you will have access to after

With your consent, your report will be provided to the Company's nominated whistleblower officers so that it can be managed in accordance with this policy. If you choose to remain anonymous, your identity will not be provided by Your Call to the Company without your consent. Your Call will not investigate your report.

The Company's nominated whistleblower officers are the CEO, CFO, COO, General Counsel, and People and Culture Manager.

National Relay Service

If you are deaf, or have a hearing or speech impairment, you can contact Your Call online or through the National Relay Service at https://www.accesshub.gov.au and requesting Your Call's hotline 1300 790 228.

If you have difficulty speaking or understanding English, Your Call can be contacted through the Translating and Interpreting Service (TIS) 131 450 and asking for Your Call on 1300 790 228.

Supporting Documentation

To enable the effective assessment and investigation of matters raised under this Policy, a Whistleblower Report should provide all relevant details and relevant supporting documentation.

Anonymous Whistleblower Reports

A Reporting Person can choose to remain anonymous while making a Whistleblower Report, over the course of the investigation and after the investigation is finalised. The Company will respect a Reporting Person's preference to remain anonymous.

Anonymous reports can be made via post or email. The Company will not intentionally take steps to identify a Reporting Person who has elected to remain anonymous.

6. Investigating a Whistleblower Report

Assessing the Whistleblower Report

The Whistleblower Report will be assessed to determine if it qualifies for protection under this Policy and whether a formal, in-depth investigation is required. The General Counsel is the appointed senior manager to

assess any Whistleblower Report and determine further action and to ensure there is consistency and independence in relation to the investigation. The General Counsel will decide whether legal advice is required and having regard to the criminal and civil consequences in getting the process wrong from a confidentiality perspective.

Process for Investigating Whistleblower Reports

All investigations will be conducted in a thorough and fair manner. The investigator (refer below) will be independent of the matters raised in the Whistleblower Report, the Reporting Person and any other persons alleged to be involved as a respondent or a witness.

The team member who assesses a Whistleblower Report under this Policy must pass the information in the Whistleblower Report (without disclosing the identity of the Reporting Person without that individual's consent) as soon as is reasonably possible to the appropriate designated investigating officer as follows:

- Whistleblower Reports concerning a particular team member will be investigated by an independent authorised senior manager for receiving reports under this Policy.
- Whistleblower Reports concerning an authorised senior manager should be passed to a Director for referral.
- In the case of a Whistleblower Reports which is any way connected with, but not against an authorised senior manager, the General Counsel will nominate an alternative authorised senior manager to act as the investigating officer.
- Whistleblower Reports concerning a Director should be passed to the General Counsel who will nominate an appropriate investigating officer.
- Whistleblower Reports concerning the General Counsel must be referred to the CEO or Board Chair
- In making a Whistleblower Report, as set out above, the Reporting Person has the right to take their complaint directly to an authorised senior manager. The authorised senior manager has the right to refer their complaint back to line management if they feel that the manager, without any conflict of interest, can more appropriately investigate the complaint.
- There may be occasions where external advisers are used to conduct investigations.

To avoid jeopardising an investigation, a Reporting Person is required to keep the fact that they have made a Whistleblower Report and the information contained in it strictly confidential (subject to any legal requirements).

Due to the varied nature of these type of events, which may involve internal or external investigators and/or the Police, it is not possible to prescribe precise timescales for such investigations. The investigating officer will ensure that the investigations are undertaken as efficiently as possible without affecting the quality and depth of those investigations.

The method for documenting and reporting findings will depend on the nature of the disclosure. In some circumstances it may not be appropriate to provide details of the outcome to the discloser.

The investigating officer will send a written acknowledgement of receipt of the concern to the Reporting Person and thereafter report back to them, in writing, when the investigation has concluded. In some circumstances it may not be appropriate to provide details of the outcome of the investigation to the Reporting Person. If the investigation is prolonged, the investigating officer will advise the Reporting Person when it is likely to be concluded. Where appropriate, Reporting Persons will also be provided with updates, if they can be contacted (including through anonymous channels). The frequency and timeframe for updates may vary depending on the nature of the disclosure.

Investigating officers will complete training to ensure that appropriate policies, procedures and practices are applied to investigations arising from this Policy.

Fair Treatment of Team Members

The Company is committed to ensuring the fair treatment of any officer or team member of the Company who is mentioned in a disclosure made pursuant to this Policy by:

- maintaining the confidentiality of information contained in Whistleblower Reports and only sharing information on a "need to know" basis
- applying the investigation process noted above
- allowing a respondent to an investigation the opportunity to respond to allegations before adverse findings are made
- providing access to People and Culture support or the Company's Employee Assistance Program as necessary.

Confidentiality, Privacy and Information Security

The Company is committed to ensuring that Whistleblower Reports are managed with appropriate confidentiality and in accordance with statutory protections (as outlined below at "Statutory Protections") where applicable.

Subject to compliance with any legal reporting requirements, when implementing any process under this Policy, the Company will:

- not disclose the identity of a Reporting Person other than in accordance with this Policy
- take reasonable steps to reduce the risk that the Reporting Person will be identified as part of any process conducted under this Policy.

If a Reporting Person discloses their identity, the only people who will know their details will be the designated investigating officer, any team member who (with the Reporting Person's consent) has been designated to ensure compliance with the protections and supports for Eligible Whistleblowers, and a restricted number of other people who have access to information recorded under this Policy. All information received from a Reporting Person, as well as the fact that a Reporting Person has made a disclosure and any record produced as part of an investigation, is held securely. Access will be restricted to those persons required to access the records for the purpose of this Policy or as part of the Company's information technology processes necessary to administer its IT platform or any third party hosting these records. By making a Whistleblower Report under this Policy a Reporting Person consents to their information being recorded and being accessible by these people including their identity (unless the Reporting Person expressly elects to remain anonymous).

If a Reporting Person chooses to disclose their identity, their identity and information likely to identify them will not be disclosed to anyone else unless:

- the Company is legally obliged to disclose their identity
- the Company discloses to ASIC, APRA, the Australian Federal Police or the Commissioner of Taxation
- the Reporting Person consents to the disclosure
- the Company seeks legal advice or legal representation in relation to whistleblower laws
- the disclosure is reasonably necessary for the effective investigation of the matter and all reasonable steps are taken to reduce the risk of your identification.

Personal information collected under this Policy will be handled in accordance with applicable privacy laws and the Company's Privacy Policy. Whistleblower records must be stored securely, with access restricted to persons who require access for the purposes of this Policy, legal obligations, information security administration or authorised oversight.

Identity information should, where practicable, be stored separately from investigation material. Records will be retained and disposed of in accordance with the Company's Data Retention and Disposal Policy and any other applicable legal or regulatory requirement including the need to protect legal professional privilege.

Any deliberate unauthorised disclosure of information without the consent of the Reporting Person or other exception as outlined above will be a breach of this Policy and will be dealt with under the Company's disciplinary procedures. Breaching confidentiality may also give rise to a criminal offence subject to penalties under the legislation, addressed below.

7. Statutory Protections

Statutory whistleblower protections relevant to the Company are set out in the Corporations Act and the Taxation Administration Act. This section sets out further information about those statutory protections.

Who is Protected?

The statutory protections apply to Eligible Whistleblowers who make a report that qualifies for statutory protection.

What Kinds of Reports are Protected?

To be protected under whistleblowing laws:

a) the individual must have reasonable grounds to suspect that the information they are reporting concerns Reportable Conduct; and
b) the report is made to:
(i) ASIC;
(ii) APRA;
(iii) the Commissioner of Taxation (for tax-related disclosures);
(iii) the auditor of the Company or a parent entity of the Company, or a member of an audit team conducting an audit of the Company or a parent entity of the Company;
(iv) a director, company secretary or senior manager of a parent entity of the Company;
(v) a legal practitioner for the purpose of obtaining legal advice or representation in relation to the operation of the whistleblower protections in the Act.

Disclosures can be made anonymously and still be protected.

The Corporations Act also provides protection for public interest disclosures and emergency disclosures which meet specific requirements prescribed by the Corporations Act. It is important to understand the criteria for making a public interest or emergency disclosure. A disclosure must have previously been made to ASIC, APRA or a prescribed body and written notice provided to the body to which the disclosure was made. For a public interest disclosure, at least 90 days must have disclosed since the previous disclosure.

Statutory Protections Available

The statutory protections available to Eligible Whistleblowers include:

a) identity protection – anyone who receives a report that qualifies for statutory protection commits an offence if they disclose the Eligible Whistleblower's identity or information likely to lead to their identity unless:

    a. the Eligible Whistleblower consents to the disclosure;
    b. it is reasonably necessary to effectively investigate the matter and all reasonable steps are taken to reduce the risk of the Eligible Whistleblower's identification
    c. the disclosure is made to ASIC, APRA, the AFP or a person or body prescribed by regulation or for tax affairs, or to the Commissioner of Taxation
    d. the disclosure is raised with a lawyer for the purpose of obtaining legal advice

b) protection from detrimental treatment
c) protection from civil, criminal or administrative liability (including disciplinary action) for making the disclosure; or from contractual or other remedies on the basis of the disclosure
d) the right to seek compensation and other remedies through the courts if they suffer loss, damage or injury due to detrimental conduct or if an entity fails to take reasonable precautions and exercise due diligence to prevent the detrimental conduct
e) the right not to be required to disclose their identity before any court or tribunal in accordance with the provisions of that legislation.

8. Availability of this Policy

This Policy is available to all officers and team members of the Company through Sharepoint.

9. Training

All Company personnel (including nominated business partners) will be trained annually on this Policy and their rights and obligations under it.

10. More Information

If you have any questions about this Policy or require additional information about whistleblower protections, please reach out to the General Counsel, People and Culture Manager or an independent legal adviser.

11. Monitoring and Review of this Policy

This Policy is reviewed at least once every two years by the General Counsel. We will continue to review the effectiveness of this Policy to ensure it is achieving its stated objectives and legal obligations.

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