
RESPONSIBLE ENTITY WHISTLEBLOWER POLICY

1. Purpose

BWP Management Limited, as the responsible entity for the BWP Trust, (BWPM) is committed to the highest standards of conduct and ethical behaviour in all of our business activities and to promoting and supporting a culture of honest and ethical behaviour, corporate compliance and good corporate governance.

BWPM encourages the reporting of any instances of suspected unethical, illegal, fraudulent or undesirable conduct involving BWPM or the BWP Trust and provides protections 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 via the BWP Trust website.

2. What is reportable conduct?

This You may make a report under this policy if you have reasonable grounds to suspect that a BWPM director, officer, employee, contractor, supplier, tenderer or other person who has business dealings with BWPM has engaged in conduct ("**Reportable Conduct**") which:

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

Annexure A describes special protections for whistleblowers who disclose information concerning misconduct or an improper state of affairs or circumstances in relation to BWPM or a related body corporate under the Corporations Act.

Annexure B describes special protections for tax whistleblowers.

3. Who can I make a report to?

BWPM has several channels for making a report if you become aware of any issue or behaviour which you consider to be Reportable Conduct:

For the purposes of this policy to ensure appropriate escalation and timely investigation, we request that reports are made to either the BWPM Protected Disclosure Officer, or a Wesfarmers Protected Disclosure Officer, listed below:

BWPM Protected Disclosure Officer

Finance Manager David Hawkins	Phone: 08 9327 4248 Email: dhawkins@bwptrust.com.au
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Wesfarmers Protected Disclosure Officers

Group General Counsel Maya vanden Driesen	Phone: 08 9327 4229 Email: mvandendriesen@wesfarmers.com.au
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Chief Human Resources Officer Jenny Bryant	Phone: 03 9608 7400 Email: jbryant@wesfarmers.com.au
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Executive General Manager Company Secretariat & Group Risk Aleks Spaseska	Phone: 08 9327 4337 Email: ASpaseska@wesfarmers.com.au
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Chief Financial Officer Anthony Gianotti	Phone: 08 9327 4301 Email: agianotti@wesfarmers.com.au
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Reports may also be posted to c/- Level 14, Brookfield Place Tower 2, 123 St Georges Terrace, Perth, WA, 6000 (marked to the attention of one of the Protected Disclosure Officers).

Whilst it is BWPM's preference that you raise reports with the Protected Disclosure Officers it is important to note that you may also raise the matter with an "officer" or "senior manager" of the company. This includes 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.

Additionally, a report may be made via the Wesfarmers FairCall Service, a free external hotline and reporting service independently monitored by KPMG.

FairCall reporting options are:

- by phone: 1800 500 965;
- by email: faircall@kpmg.com.au;
- web-based access: <https://www.kpmgfaircall.kpmg.com.au/wesfarmers>;
- by post: The FairCall Manager
KPMG Forensic
PO Box H67
Australia Square
Sydney NSW 1213
- by fax: 02 9335 7466.

The FairCall operator will provide the details of your disclosure to a Protected Disclosure Officer. Reports may be made anonymously but if you provide your contact details to FairCall, those contact details will only be provided to the Protected Disclosure Officer if you consent.

4. BWPM's Investigation of Reportable Conduct

BWPM will investigate all matters reported under this policy as soon as practicable after the matter has been reported. A Protected Disclosure Officer may, with your consent, appoint a person to assist in the investigation of a report. Where appropriate, BWPM 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 investigation will be conducted in an objective and fair manner, and otherwise as is reasonable and appropriate having regard to the nature of the Reportable Conduct and the circumstances.

While the particular investigation process and enquiries adopted will be determined by the nature and substance of the report, in general, as soon as practicable upon receipt of the report, if the report is not anonymous, a Protected Disclosure Officer or investigator will contact you to discuss the investigation process including who may be contacted and such other matters as are relevant to the investigation.

Where a report is submitted anonymously, BWPM will conduct the investigation and its enquiries based on the information provided to it.

5. Protection of whistleblowers

BWPM 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 treatment 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:

- Inform a protected disclosure officer, officer or senior manager within your relevant division/business unit immediately under the divisional whistleblower policy; or
- raise it in accordance with paragraph 3 of this policy.

(b) Protection of your identity and confidentiality

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

- you consent;
- 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
- the concern is raised with a lawyer for the purpose of obtaining legal advice or representation.

If BWPM 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 of this policy will be regarded as a serious matter and will be dealt with under BWPM disciplinary procedures.

The Corporations Act gives special protection to disclosures about breaches of that Act, provided certain conditions are met – refer to Annexure A for further details.

The Taxation Administration Act 1953 (Cth) ("Taxation Administration Act") also gives special protection to disclosures about breaches of any Australian tax law, provided certain conditions are met – refer to Annexure B for further details.

6. Duties of employees in relation to Reportable Conduct

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

7. Amendment of this policy

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

Last amended : July 2019

Annexure A - Special protections under the Corporations Act

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

- 1 the whistleblower is or has been:
 - a. an officer or employee of BWPM;
 - b. an individual who supplies goods or services to BWPM or an employee of a person who supplies goods or services to BWPM;
 - c. an individual who is an associate of BWPM; or
 - d. a relative, dependent or dependent of the spouse of any individual referred to at (a) to (c) above;
- 2 the report is made to:
 - a. a Protected Disclosure Officer;
 - b. an officer or senior manager of BWPM;
 - c. BWPM' external auditor (or a member of that audit team);
 - d. an actuary of BWPM;
 - e. ASIC;
 - f. APRA; or
 - g. 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;
- 3 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 BWPM Group. 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 Group 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.

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

- 1 the whistleblower is immune from any civil, criminal or administrative legal action (including disciplinary action) for making the disclosure;
- 2 no contractual or other remedies may be enforced, and no contractual or other right may be exercised, against the whistleblower for making the report;
- 3 in some circumstances, the reported information is not admissible against the whistleblower in criminal proceedings or in proceedings for the imposition of a penalty;¹
- 4 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;
- 5 a whistleblower's identity cannot be disclosed to a Court or tribunal except where considered necessary; and
- 6 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

the concern is raised with a lawyer for the purpose of obtaining legal advice or representation.

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 BWPM or misconduct in relation to BWPM's tax affairs if the following conditions are satisfied:

1. the whistleblower is or has been:
 - a. an officer or employee of BWPM;
 - b. an individual who supplies goods or services to BWPM or an employee of a person who supplies goods or services to BWPM;
 - c. an individual who is an associate of BWPM;
 - d. a spouse, child, dependent or dependent of the spouse of any individual referred to at (a) to (c) above;
2. the report is made to:
 - a. a Protected Disclosure Officer;
 - b. a director, secretary or senior manager of BWPM;
 - c. BWPM's external auditor (or a member of that audit team);
 - d. a registered tax agent or BAS agent who provides tax or BAS services to BWPM;
 - e. any other employee or officer of BWPM who has functions or duties relating to tax affairs of the company (e.g. an internal accountant);
("BWPM recipients")
 - f. the Commissioner of Taxation; or
 - g. 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
3. if the report is made to a BWPM recipient, the whistleblower:
 - a. 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 BWPM or an associate of that company; and
 - b. considers that the information may assist the BWPM recipient to perform functions or duties in relation to the tax affairs of BWPM or an associate of the company; and
4. if the report is made to the Commissioner of Taxation, the whistleblower considers that the information may assist the BWPM recipient to perform functions or duties in relation to the tax affairs of BWPM or an associate of the company.

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

1. the whistleblower is immune from any civil, criminal or administrative legal action (including disciplinary action) for making the disclosure;
2. no contractual or other remedies may be enforced, and no contractual or other right may be exercised, against the whistleblower for making the report;
3. 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;
4. unless the whistleblower has acted unreasonably, a whistleblower cannot be ordered to pay costs in any legal proceedings in relation to a report;
5. 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;
6. a whistleblower's identity cannot be disclosed to a Court or tribunal except where considered necessary;
7. 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.