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# Whistleblower Policy

Functional area	Legal & Secretariat	Group standard	GRP-LEG-007
Group standard name	Whistleblower Policy	Revision no.	02
Effective date	September 2023	Applicable region	Australia

## 1. Overview

Whistleblowing enables employees and others to communicate concerns relating to suspected illegal or unethical conduct including a suspected breach of Boral's policies.

Reports may be made through internal reporting channels (outlined in section 5 below) or directly to an independent external organisation, Stopline. Reports can be made through Stopline's online reporting portal (outlined in section 5 below). Reports to Stopline can remain anonymous throughout the process unless the employee wishes to provide their details.

Employees should feel free to use either the internal reporting channels or the Stopline online portal to report genuine concerns regarding suspected improper behaviour. Importantly, you should consider using the Stopline online portal if you do not feel comfortable reporting the concern directly to Boral management or to Boral's Whistleblower Officers.

### 1.1. How to raise a concern or ask a question

If you believe you have experienced or witnessed illegal or unethical behaviour you have a responsibility to do something about it.

You should start by addressing it with your manager. If that is not appropriate, you can contact one of the Boral Whistleblower Officers, listed in section 5 below.

If you do not feel comfortable raising your concern through any of the above channels, you can contact Stopline's online portal, an externally operated provider. Contact details for Stopline are also listed in section 5.

### 1.2. Frequently asked questions

#### What will happen when I make a report?

You will be helped regardless of whether you make your report to a Whistleblower Officer or to Stopline.

If you raise an enquiry through Stopline's online portal, you will be asked to complete a number of questions by the independent external provider. A trained member of staff will review the report and will provide this information to appropriate Boral senior management.

**Do I have to give my name?**

If you wish to make an anonymous report, you may do so. However, it may make it difficult to investigate your concern if we need to talk to you again. If you do give your personal details this information may be recorded in a database. You have the right to access any of your personal information that is kept or processed by Boral.

**Do I have to be absolutely sure that there is a problem?**

No. If you have a real and honest concern that the law or our standards are being, or have been, breached then you should report it. If it turns out that your real and honest concerns were unfounded or mistaken, you will not be penalised in any way. Our focus will be on the quality and honesty of the information you have provided, not your reasons for making the report.

**Who in Boral will know about my call or email?**

Your details will be known to the people specifically involved in receiving your report and investigating your concerns, and to the case management team to which the investigators report.

All information received is regarded as highly confidential and handled accordingly, and any request to remain anonymous will be respected.

At least twice a year, the Audit & Risk Committee receives a confidential report about the number, nature and status of reports received. All directors have access to this report.

## 2. Purpose of this Policy

A critical feature of our strategy is our commitment to doing business at all times in an ethical and transparent manner – “doing it right”. All employees and people representing Boral are expected to observe both the letter and the spirit of the law and to maintain the highest standards of integrity consistent with our Code of Business Conduct.

If you believe you have experienced or witnessed illegal or unethical behaviour you have a responsibility to do something about it. A failure to speak up exposes Boral to additional risks and will undermine our culture and values.

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 the processes at Boral for responding to Whistleblower disclosures
- promote a workplace environment in which everyone feels safe, supported and encouraged to speak up.

The Board and Boral management will not tolerate anyone being discouraged from speaking up or being disadvantaged or otherwise subjected to detrimental conduct. Disciplinary action, up to and including termination of employment or engagement, may be imposed on anyone who disadvantages or subjects a person to detrimental conduct because they want to, or have, spoken up.

### 3. What is speaking up?

**Speaking up** means telling an appropriate person in a position of influence (examples of these people, called **Whistleblower Officers**, are provided in section 5 below) if you have reasonable grounds to suspect that potential misconduct has occurred or is occurring in relation to Boral.

**Potential misconduct** means any suspected or actual misconduct or improper state of affairs or circumstances in relation to Boral. It also means a breach of law or information that indicates a danger to the public. 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 Boral's Code of Business Conduct or other Boral policies, standards or codes (including its Share Trading Policy and Continuous Disclosure Policy)
- criminal activity
- bribery or corruption
- conduct endangering health and safety or causing damage to the environment
- dishonest or unethical behaviour
- conflicts of interest
- anti-competitive behaviour
- victimisation including bullying, discrimination or harassment
- financial fraud or mismanagement
- breach of trade sanctions or other trade controls
- unauthorised use of Boral's confidential information or property
- conduct likely to damage the financial position or reputation of Boral
- deliberate concealment of any of the above.

Potential misconduct does not generally include personal work-related grievances (such as a disagreement between you and another employee or a decision about a promotion). Generally, these grievances should be raised via your manager or via Boral's People & Culture department to allow those issues to be resolved most effectively.

When speaking up, you will be expected to have reasonable grounds to suspect the information you are disclosing is true, but you will not be penalised even if the information turns out to be incorrect. However, you must not make a report that you know is not true or is misleading. Where it is found that a discloser has knowingly made a false report, this will be considered a serious matter that may result in disciplinary action.

## 4. Who can speak up?

Anyone with information about potential misconduct is encouraged to speak up.

This Policy applies to:

- Boral and all subsidiary and affiliate entities over which it exercises control, and
- all of Boral's current and past employees, directors, contractors, suppliers (including employees of suppliers), and associates, as well as these people's dependents (or their spouse's dependents) and their relatives.

Boral encourages all personnel to speak up about potential misconduct. Individuals must not be discouraged from speaking up and to do so will itself breach this Policy.

## 5. Who can I tell?

If you do not feel comfortable reporting the concern directly to your manager or to Boral's People & Culture department, you are encouraged to speak up to one of Boral's Whistleblower Officers or to the externally administered Stopline online portal on the details below.

The Stopline online portal can be contacted 24 hours a day, 7 days a week. Reports can be made through this link <https://boral.stoplينerreport.com>.

Alternatively, you may contact one of Boral's Whistleblower Officers:

Whistleblower Officer (Group)	Contact details
General Counsel & Company Secretary	Jean-Paul Wallace (+61 451 826 362) <a href="mailto:JP.Wallace@boral.com.au">JP.Wallace@boral.com.au</a>
EGM People & Culture	Sam Toppenberg (+61 407 031 868) <a href="mailto:Sam.Toppenberg@boral.com.au">Sam.Toppenberg@boral.com.au</a>

The role of Whistleblower Officers and Stopline is to ensure that the information is heard by Boral and proper follow-up occurs, as well as to ensure you feel supported and protected.

Disclosures will be referred to the Company Secretary or their delegate as soon as reasonably practicable to oversee Boral's response, and material matters notified to the Chairman of the Audit & Risk Committee and/or Chairman of Board, as appropriate.

The response and investigation processes are set out at sections 8 and 9 below.

## 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 any more evidence that may exist.

All disclosures will be recorded in the confidential Whistleblower Register.

The Whistleblower Officer (or other person receiving your disclosure) will seek your consent before recording your name on the Whistleblower Register. You are encouraged to feel supported and safe in providing information, and to consent to the limited sharing within Boral of your identity. This will assist Boral to protect and support you in relation to your disclosure and facilitate Boral in investigating, reporting and taking action arising as a result of your disclosure.

The Whistleblower Register is confidential and can only be accessed by Whistleblower Officers or with the consent of the Company Secretary. The information is used to determine the appropriate response to disclosures made and to inform any investigation commenced, and also for confidential Board reporting purposes.

## 7. Do I have to give my name?

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

While you are encouraged to provide your name because it will make it easier for Boral to address your disclosure (for example, the context in which you may have observed the potential misconduct is likely to be useful information) you are not required to do so.

If you do not provide your name, Boral will assess your disclosure in the same way as if you had revealed your identity, and 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.

Details about how your identity will be protected if you do provide your name are described in section 10.1 below.

## 8. How will Boral respond?

Disclosures made under this Policy will be received and treated sensitively and seriously, and will be dealt with promptly, fairly and objectively. Boral will apply the protections described at section 10 below when responding to or investigating disclosures.

All reports will be assessed and considered by Boral and a decision made as to whether they should be investigated. Boral's response to a disclosure will vary depending on the nature of the disclosure (including the amount of information provided).

Boral intends to keep disclosers updated about how Boral has decided to respond to their disclosure where appropriate. Depending on the circumstances it may not be appropriate to provide an update until after an investigation has been concluded. In some cases, it may only be possible to conduct a full investigation of a matter if the discloser's contact details have been provided and discussions can occur with the discloser.

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 overseen by the Company Secretary or their delegate. Other people, including employees or external advisers, may also be asked to assist or run the investigation.

All employees and contractors must cooperate fully with any investigations.

Unless there are confidentiality or other reasons not to do so, persons to whom the disclosure relates will be informed of the allegation at an appropriate time, and will be given a chance to respond to the allegations made against them.

## 9. What happens after an investigation?

The results of any investigation will be recorded in writing in a formal internal report that will be confidential and is the property of Boral. The outcome of any investigation will be reported to the Board in accordance with section 11 below.

Wherever possible, disclosers will be informed of the investigation outcome. However, it may not always be appropriate to provide disclosers with this information. If appropriate, the persons to whom the disclosure relates will also be informed of the findings of any investigation. However, the formal report recording the results of an investigation will not be provided to a discloser or any person subject to investigation.

Where an investigation identifies a breach of Boral's Code of Business Conduct or internal policies or procedures, appropriate disciplinary action may be taken. This may include but is not limited to terminating or suspending the employment or engagement of the person(s) involved in the misconduct.

## 10. What protections exist?

This section outlines Boral's policy on protecting those who speak up.

### 10.1. How is my identity protected?

The priority at Boral is to protect people who speak up. If you speak up, your identity (and any information that we have because of your disclosure that someone could likely use to work out your identity) will only be disclosed:

- if you give your consent to Boral to disclose that information, or
- in exceptional circumstances where the disclosure is allowed or required by law (e.g. in dealings with a regulator).

If you have any concerns about this, you can discuss it with a Whistleblower Officer.

Information that Stopline provides to Boral will be treated as if it were disclosed directly to Boral. This means disclosers must consider whether they consent to the information they report to Stopline being disclosed to Boral and whether they would prefer to remain anonymous.

### 10.2. How am I protected from detriment?

No person may cause detriment to someone (or threaten to do so) because of a suspicion that any person has, will or could speak up. For example, causing detriment includes:

- discrimination
- damage to a person's reputation
- harassment or intimidation
- physical or psychological harm or damage to property, or
- a demotion or dismissal.

You should tell a Whistleblower Officer (listed in section 5 above) if you are concerned that you may be or are being, subject to detrimental conduct. Boral will treat this very seriously.

Any person involved in detrimental conduct may be subject to disciplinary action (including but not



limited to termination of employment or engagement). In some circumstances, this may also be a criminal offence punishable by imprisonment. Boral may refer any person that has engaged in detrimental conduct to law enforcement authorities for further investigation.

Boral will at all times be able to raise and address with a discloser matters that arise in the ordinary course of their employment or engagement with Boral (for example, any separate performance or misconduct concerns).

### **10.3. What other protections are available to me?**

Boral is committed to making sure that you are treated fairly and do not suffer detriment because you speak up. The protections offered will be determined by Boral and depend on things such as the potential misconduct and people involved. Protections may include the following, in Boral's discretion:

- monitoring and managing the behaviour of other employees
- relocating employees (this 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
- a discloser who is a current or former employee may access Boral's Employee Assistance Program and may also request additional support from Boral (such as counselling or other support services), and/or
- rectifying any detriment that you have suffered.

Boral 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 Boral cannot itself offer flexible arrangements to a supplier), Boral will still seek to offer as much support as practicable.

## **11. Reporting and auditing**

The Audit & Risk Committee of the Board will receive a confidential summary of disclosures made under this Policy on at least a half-yearly basis, including metrics on disclosures made and information regarding follow-up actions. The Committee may be provided with additional information about any material incidents raised.

This information will be available to all directors and reflects the importance of this Policy and the seriousness with which it is taken at the highest levels of Boral.

Whistleblower Officers must consider if a disclosure or information that arises in responding to a disclosure triggers processes in Boral's Continuous Disclosure Policy. If so, that information must be dealt with in accordance with Boral's Continuous Disclosure Policy.

## **12. Availability of this Policy and training**

This Policy is publicly available on Boral's website and for Boral's employees on Boral's intranet site.

Awareness posters will also be made available at work sites and/or on noticeboards. Boral's employees will be made aware of Whistleblowing in their induction and periodic refresher training in regard to the Code of Business Conduct. Whistleblower Officers will receive appropriate additional training, including in relation to how to respond to disclosures.

This Policy does not form part of any terms of employment and Boral may change, apply or withdraw this Policy in its discretion.

Any questions about this Policy can be referred to a Whistleblower Officer.

## **13. Additional information**

A review of this Policy and related procedures will occur from time to time to ensure the framework remains effective, and at least every three years. This Policy should be approved by the Boral Board for material changes.

Further information about the protections available under Australian law is outlined at Attachment 1.

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## Attachment 1

### Protections provided by Australian law

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#### 1. When legislative protections may apply

Under Australian law, legislative protections for speaking up are available to certain persons (including current and former employees and suppliers, as well as their relatives and dependants) who make a "protected disclosure" to certain people.

Boral encourages you to speak up to a Whistleblower Officer listed under section 5 of the above Policy. However, the law offers the same protections if you make a "protected disclosure" to some other persons (in some cases). Details of those persons are set out below in section 2.

Further details of some specific protections and remedies available to those who make a "protected disclosure" are set out in section 3 below.

If you make a "protected disclosure" that does not comply with the Policy, you will still be entitled to the legal protections under applicable Australian law.

## 2. Protected disclosures

To be a “protected disclosure” information must relate to “disclosable matters” and be made to “eligible” persons or organisations. Examples of this type of information and recipients are outlined in the following table:

Information reported or disclosed	Recipient of disclosed information
<ul style="list-style-type: none"> <li>• Information about actual or suspected misconduct, or an improper state of affairs or circumstances in relation to Boral or a related body corporate.</li> <li>• Information that Boral or any officer or employee of Boral has engaged in conduct that:               <ul style="list-style-type: none"> <li>○ contravenes or constitutes an offence against certain legislation (e.g. the Corporations Act);</li> <li>○ represents a danger to the public or the financial system; or</li> <li>○ constitutes an offence against any law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more.</li> </ul> </li> <li>• Note that “personal work-related grievances” are not protected disclosures under the law, except as noted below.</li> </ul>	<ul style="list-style-type: none"> <li>• A person authorised by Boral to receive protected disclosures – i.e. Whistleblower Officers under this Policy.</li> <li>• An officer or senior manager of Boral or of a related body corporate.</li> <li>• An auditor, or a member of an audit team conducting an audit, of Boral or of a related body corporate.</li> <li>• An actuary of Boral or of a related body corporate.</li> <li>• In relation to a disclosure of information by an individual who is an employee of Boral — a person who supervises or manages the individual.</li> <li>• ASIC or APRA.</li> <li>• A legal practitioner for the purpose of obtaining legal advice or representation.</li> </ul>
<ul style="list-style-type: none"> <li>• Information that may assist the Commissioner of Taxation to perform his or her functions or duties under a taxation law in relation to Boral.</li> </ul>	<ul style="list-style-type: none"> <li>• Commissioner of Taxation</li> </ul>
<p>Information about misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of Boral, which the employee considers may assist the eligible recipient to perform functions or duties in relation to the tax affairs of Boral.</p>	<ul style="list-style-type: none"> <li>• An auditor or a member of an audit team conducting an audit of Boral.</li> <li>• A registered tax agent or BAS agent who provides tax services or BAS services to Boral.</li> <li>• A director, secretary or senior manager of Boral.</li> <li>• An employee or officer of Boral who has functions or duties that relate to the tax affairs of Boral.</li> </ul>

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 a Whistleblower Officer 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
- 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.

If you make a "protected disclosure", the law provides:

- you are not subject to any civil, criminal or administrative liability for making the disclosure
- no contractual or other remedy may be enforced or exercised against you on the basis of the disclosure, and
- 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.