

WHISTLEBLOWER PROTECTION POLICY

PURPOSE OF THIS POLICY

The Australian Energy Market Operator (**AEMO**) is committed to achieving the highest standards of corporate compliance and ethical business conduct. This Whistleblower Protection Policy (**Policy**) supports that commitment by ensuring that employees, contractors and other specified stakeholders can report misconduct within the organisation without fear of reprisal.

The purpose of this Policy is to encourage:

- current or former officers of AEMO;
- current or former employees of AEMO;
- current or former suppliers to AEMO (whether services are paid or unpaid);
- current or former employees of a supplier;
- a director or secretary of AEMO;
- relatives or dependents of one of the above parties or their spouses; or
- any other individuals prescribed by the *Corporation Regulations 2001* (Cth) for the purposes of section 1317AAA of the *Corporations Act 2001* (Cth) in relation to AEMO (**Eligible Whistleblowers**)

to report any known or suspected organisational misconduct within, or involving, AEMO. A person who reports organisational misconduct is called a 'whistleblower'.

This Policy and AEMO's associated internal procedures and systems are important tools for deterring and uncovering any organisational misconduct and for ensuring that individuals who disclose wrongdoing can do so safely, securely and with confidence that they will be protected and supported.

AEMO is a regulated entity for the purposes of Part 9.4AAA of the *Corporations Act 2001* (Cth).

This Policy is created for the purposes of AEMO's compliance with section 1317AI of the *Corporations Act 2001* (Cth).

WHAT CONDUCT IS REPORTABLE?

Eligible Whistleblowers are encouraged to report any conduct (whether actual, proposed or suspected), as prescribed by the *Corporations Act 2001* (Cth), that they have reasonable grounds to suspect:

- constitutes misconduct or an improper state of affairs or circumstances in relation to AEMO; or
- indicates that AEMO, or an officer or employee of AEMO, has engaged in conduct that:
 - constitutes an offence against, or contravention of, a provision of any of the following:
 - the *Corporations Act 2001* (Cth);
 - the *Australian Securities and Investments Commission Act 2001* (Cth);
 - the *Banking Act 1959* (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); or
 - a statutory instrument made under one of the Acts referred to above.
 - constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more;
 - represents a danger to the public or the financial system; or

- is otherwise prescribed by regulation for the purposes of section 1317AA of the *Corporations Act 2001* (Cth).

Eligible Whistleblowers are also encouraged to report any conduct (whether actual, proposed or suspected) that does not meet the requirements of a disclosure and does not qualify for protection under the Corporations Act, but that they have reasonable grounds to suspect concerns:

- breaches of any Commonwealth or state legislation (including energy laws and rules);
- breaches of the AEMO Code of Conduct, or any other policy;
- conduct that is dishonest, fraudulent or corrupt;
- conduct that is illegal (including theft, drug use or sale, violence or threatened violence and criminal damage);
- conduct that is a serious and substantial waste, mismanagement or misuse of AEMO resources;
- poses a serious risk to any person's workplace, health, safety or the environment;
- causes, or may cause, any loss or reputational impact to AEMO, or is otherwise detrimental to AEMO's interests; or
- would be grounds for dismissal, including any adverse treatment, bullying, coercion, discrimination, harassment, or retaliation against an Eligible Whistleblower, witness or any associated party, and
- has significant implications for AEMO that do not relate to the Eligible Whistleblower.

This Policy does not apply to human resources issues of a personal nature or personal work-related grievances. However, Eligible Whistleblowers are encouraged to report serious systemic issues through the processes for whistleblowing outlined in this Policy.

It is noted that disclosures may not necessarily concern conduct that contravenes a law.

Disclosures that are not protected under the Corporations Act may have protection under other legislation, such as the *Fair Work Act 2009* (Cth).

HOW SURE SHOULD A WHISTLEBLOWER BE BEFORE MAKING A REPORT?

An Eligible Whistleblower should:

- have direct personal knowledge of the misconduct or improper state of affairs or circumstances; or
- have reasonable grounds to suspect that AEMO, or an officer or employee of AEMO, has engaged in the misconduct.

An Eligible Whistleblower can still qualify for protection even if their disclosure turns out to be incorrect.

However, intentionally making a false report is a serious matter and may result in disciplinary action, including dismissal of an employee, termination of contract or other legal action.

Disclosures of information concerning a grievance about any matter:

- in relation to the Eligible Whistleblower's employment, or former employment; and
- that have personal implications for the Eligible Whistleblower; and
- which do not otherwise have significant implications for AEMO that are unrelated to the Eligible Whistleblower; and
- do not concern reportable conduct, as described above,

are personal work-related grievances. Examples of personal work-related grievances include: an interpersonal conflict between the discloser and another employee, a decision that does not involve a breach of workplace laws, or a decision about the engagement (including terms and conditions of engagement), transfer or promotion of the discloser, including decisions about suspension, termination or disciplinary action relating to an employee.

Personal work-related grievances, relating to AEMO employees, are not covered by this Policy and do not qualify for protection under the Corporations Act. These matters will be dealt with by AEMO's internal Grievance Resolution Policy and Guidelines and other internal human resources policies and disclosers should refer to these policies for information. If an Eligible Whistleblower identifies matters that relate to both a

personal work-related grievance and a matter qualifying for disclosure under this Policy, each component of the matter should be reported separately. That is, the personal work-related grievance should be reported through the processes outlined in AEMO's internal Grievance Resolution Policy and Guidelines and other internal human resources policies and the remaining matters that are eligible to be disclosed under this Policy should be disclosed to the Whistleblower Investigations Officer or another Eligible Recipient.

Where a personal work-related grievance concerns:

- a contravention, or alleged contravention of the prohibition against victimisation in the Corporations Act that involves detriment caused or a threat made to the discloser,
- a mixed report (i.e. both a personal work-related grievance and disclosable matter);
- conduct where there is a breach of employment or other laws punishable by imprisonment of 12 months or more, there is a danger to the public, or information that suggests misconduct beyond the discloser's personal circumstances;
- the discloser seeks legal advice or legal representation about the operation of the whistleblower protections under the Corporations Act,

it may be a disclosure qualifying for protection under the Corporations Act.

HOW AND TO WHOM DISCLOSURES MAY BE MADE

Eligible Whistleblowers can choose to remain completely anonymous, identify themselves to the Eligible Recipient only, or give their permission for the Eligible Recipient to disclose their identity to the Whistleblower Protection Officer, Whistleblower Investigation Officer or both.

Where an Eligible Whistleblower is an employee, they may report possible misconduct to his or her Executive General Manager or Chief Officer, verbally or in writing (including by email). If the Eligible Whistleblower prefers not to discuss the matter with his or her Executive General Manager or Chief Officer for any reason, or is not an AEMO employee, a report may be made to any AEMO senior manager (Executive General Manager or Chief Officer level and above), the Whistleblower Investigations Officer, the Company Secretary, or AEMO's authorised independent integrity hotline – STOPline.

STOPline is a specialist organisation, independent of AEMO, with staff trained in confidential reporting and whistleblower protection, that operates a whistleblower hotline 24 hours a day, on 365 days of the year. STOPline is authorised by AEMO to receive all whistleblower disclosures, including disclosures that may qualify for protection under Part 9.4AAA of the *Corporations Act 2001* (Cth). STOPline can be contacted by telephone on 1300 304 550, facsimile on 03 9882 4480 or email at aemo@stoline.com.au. Disclosures can be posted to C/- STOPline, Locked Bag 8, Hawthorn, Victoria 3122.

Eligible Whistleblowers can also make disclosures via the STOPline application available on the App Store and Google Play.

An Eligible Whistleblower can also report possible misconduct to any officer, including a director, of AEMO, an AEMO auditor or member of the AEMO audit team.

AEMO encourages Eligible Whistleblowers to make disclosures to the Whistleblower Investigations Officer in the first instance, as it wishes to identify and address wrongdoing as early as possible.

However, disclosures that qualify for protection under the Corporations Act can be made to any Eligible Recipient, ASIC, APRA or a Commonwealth authority prescribed in the *Corporations Regulations 2001* (Cth).

A disclosure made by an Eligible Whistleblower to a legal practitioner for the purpose of obtaining legal advice or representation, in relation to the operation of Part 9.4AAA of the Corporations Act, will qualify for protection under the Corporations Act. It is advisable to obtain independent legal advice prior to making a protected disclosure.

Public interest or emergency disclosures can also be made by an Eligible Whistleblower to a member of the Commonwealth, or a state or territory parliament or a journalist, but only where the disclosure meets certain criteria, as set out in section 1317AAD of the *Corporations Act 2001* (Cth), including that a previous disclosure has been made to ASIC, APRA or a prescribed body, the specified timeframes are complied with and written notice has been provided to the recipient of the previous disclosure. Eligible Whistleblowers, seeking to make public interest or emergency disclosures, should refer to clause 1317AAD of the *Corporations Act 2001* (Cth) and should seek their own independent legal advice prior to disclosure to ensure protection is afforded in the specific circumstances.

Eligible Whistleblowers may seek information regarding this Policy and AEMO's internal procedures on a confidential basis from the Whistleblower Protection Officer or the Whistleblower Investigation Officer prior to making a disclosure.

Where an Eligible Recipient receives a disclosure, they must report this disclosure to the Whistleblower Investigations Officer immediately and by no later than close of business on that day (or the next business day if the disclosure is made outside of normal business hours). However, they must only disclose the Eligible Whistleblower's identity if the Eligible Whistleblower has consented to the disclosure. If the Eligible Whistleblower has provided consent to being identified, the Eligible Recipient must also inform the Whistleblower Protection Officer within one business day of receiving the disclosure.

WHISTLEBLOWER PROTECTION OFFICER

The Whistleblower Protection Officer is a senior AEMO employee, appointed by AEMO's Managing Director and Chief Executive Officer, who will make all reasonable efforts to protect the Eligible Whistleblower from negative consequences resulting from the Eligible Whistleblower's report.

The Whistleblower Protection Officer will also guide the Eligible Whistleblower through the process and will ensure the Eligible Whistleblower receives appropriate care and support, as he or she deems necessary in the circumstances.

AEMO's current Whistleblower Protection Officer is the AEMO Group Manager – HR Services. If a conflict of interest arises, the Managing Director and Chief Executive Officer will appoint an alternative officer in consultation with the Chair of AEMO's Risk and Audit Committee, where they deem it appropriate.

PROTECTION AND SUPPORT FOR WHISTLEBLOWERS

The type of protection offered, at AEMO's discretion, will depend on the circumstances, but could include offering a leave of absence while the reported conduct is investigated, or implementing alternative working arrangements, such as working from home until the matter is resolved, or a move to another suitable business group or office location within AEMO.

The Eligible Whistleblower will also be supported by the Whistleblower Protection Officer throughout the process, including by organising professional counselling, where the Whistleblower Protection Officer deems it necessary and appropriate, and providing general support and reassurance.

AEMO must treat all whistleblower disclosures as confidential and the identity of the Eligible Whistleblower must be held in the strictest confidence. AEMO and its employees and officers will not disclose the identity of an Eligible Whistleblower to third parties without the Eligible Whistleblower's consent, unless the disclosure is permitted by the *Corporations Act 2001* (Cth). The Whistleblower Protection Officer should always be consulted before the Eligible Whistleblower's identity is disclosed to anyone, either within or outside AEMO.

Eligible Whistleblowers, raising concerns through STOpline, can remain anonymous, if they choose not to disclose their identity, unless disclosure is compelled by law.

Eligible Whistleblowers can refuse to answer questions posed by an Eligible Recipient or AEMO at any time that they feel answering the question could reveal their identity. Eligible Whistleblowers may also adopt a pseudonym, if appropriate.

If an Eligible Whistleblower wishes to remain anonymous, they should maintain an ongoing two-way communication with AEMO (or via the Eligible Recipient if this is preferable to them), so that any follow up questions can be addressed, or further information provided. It is noted that, where AEMO cannot contact the Eligible Whistleblower, there may be limitations to its investigation process.

If an Eligible Whistleblower chooses to disclose their identity, AEMO will ensure it takes all reasonable steps to ensure their identity is kept confidential, including by redacting their personal information or any information that may lead to their identification, from documentation or communications and referring to them in a gender-neutral context, subject to any legal requirement to disclose the information. Legally mandated disclosures will only be made to the extent required by law.

AEMO will also take steps to ensure all records, both physical and electronic, of the disclosure are stored in a secure location, and access to information and documents will be limited to those directly involved in managing and investigating the disclosure.

If Eligible Whistleblowers choose to identify themselves, or their identity becomes apparent by making a disclosure, AEMO's appointed Whistleblower Protection Officer must always be involved.

AEMO is committed to protecting and supporting Eligible Whistleblowers who make a disclosure to which this Policy applies. AEMO will take all reasonable steps to ensure that Eligible Whistleblowers, who have reasonable grounds to suspect actual, proposed or suspected misconduct, and who report such misconduct, will not, because of their disclosure, suffer any detriment in the form of:

- dismissal, where they are an employee;
- injury of an employee in his or her employment;
- where they are an employee, demotion or any other alteration of an employee's position or duties to his or her disadvantage;
- any form of threats, harassment or intimidation;
- discrimination, including between an employee and other employees of the same employer;
- harm or injury, including psychological harm;
- damage to property;
- damage to reputation, business or financial position; or
- any other damage.

Any known or suspected threats, harassment or retaliation against an Eligible Whistleblower by an employee, officer or contractor of AEMO will be investigated by the Whistleblower Protection Officer and may result in appropriate disciplinary action, including dismissal or termination of contract. The Whistleblower Protection Officer will also take all reasonable steps necessary to prevent continuation of the detriment and to minimise its effects, including, at their discretion, implementing additional protections for the Eligible Whistleblower.

However, it is noted that disciplinary, contractual and other action, including administrative or management action, that is unrelated to the Eligible Whistleblower's disclosure will not be considered detriment under the Corporations Act. However, AEMO will ensure that the affected individuals are provided with sufficient information to assist them to understand the action taken.

For disclosures that qualify for protection under the *Corporations Act 2001* (Cth), an Eligible Whistleblower may also be entitled to immunity from civil, criminal and administrative liability, enforcement of contractual or other remedies, or exercise of contractual rights, as well as orders for compensation, injunctions, apologies, reinstatement of employment, damages and other remedies, if they suffer detriment as a result of making the disclosure. However, an Eligible Whistleblower will not be granted immunity for any misconduct that they have engaged in that is revealed in their disclosure or the subsequent investigation.

If an Eligible Whistleblower reasonably believes that there has been a breach of confidentiality, they can lodge a complaint with the Whistleblower Protection Officer. An Eligible Whistleblower can also seek independent legal advice or lodge a complaint with a regulator, such as ASIC, APRA or the ATO, for investigation.

INVESTIGATIONS

AEMO, through its Whistleblower Investigations Officer, will ensure all whistleblower reports are investigated and, where their identity is known, will keep the Eligible Whistleblower informed with regular updates of the outcomes of the investigation, subject to considerations of confidentiality and privacy. The frequency of these updates will vary, at the Whistleblower Investigations Officer's discretion, depending on the nature of the disclosure.

The current Whistleblower Investigations Officer is the Chief Governance Officer and General Counsel. If circumstances require, the Managing Director and Chief Executive Officer will appoint an alternative Whistleblower Investigations Officer in conjunction with the Chair of AEMO's Risk and Audit Committee, where they deem it necessary.

The Whistleblower Investigations Officer may appoint an investigator, either internal or external to AEMO (in consultation with the Chair of AEMO's Risk and Audit Committee, where the Officer deems it necessary), or may undertake an investigation themselves with assistance from other individuals, with this assistance to be limited as much as possible to preserve confidentiality of the investigation. Where an investigator is appointed, the Whistleblower Investigations Officer will continue to oversee and coordinate the investigation and any response by AEMO.

The Whistleblower Investigation Officer must assess the allegations to determine whether the disclosure qualifies for protection and whether an in-depth investigation is required and, where appropriate, make all

reasonable attempts to appoint an investigator within seven business days of receiving sufficient information to make such a determination. This timeframe may be extended at the Whistleblower Investigations Officer's discretion, depending on the circumstances of the disclosure.

The investigation should be conducted with expediency and must be concluded at the earliest practicable time.

The investigator's role is to examine the substance of the reported conduct:

- fairly, objectively and in accordance with the rules of natural justice;
- in line with best practice in investigations; and
- independently of the Eligible Whistleblower, the relevant business group and the person that is the subject of the reported misconduct.

This will usually require the investigator to be a suitably qualified, external, professional investigator, unless it is more appropriate in the circumstances for the Whistleblower Investigations Officer or another internal investigator to conduct the investigation and the relevant person can conduct the investigation in accordance with the above criteria.

The investigator will give any person against whom misconduct is alleged a fair opportunity to respond to those allegations, while always protecting the Eligible Whistleblower's identity.

The Whistleblower Investigations Officer must ensure appropriate and adequate documentation is maintained in relation to each step of the investigation.

Where an investigation verifies that wrongdoing has occurred, AEMO is committed to rectifying the wrongdoing, as far as practicable in the relevant circumstances, and will take any steps necessary to do so, including taking action internally regarding employees and suppliers or reporting wrongdoing to regulators and law enforcement bodies, where appropriate. The action taken will depend on the individual circumstances of the matter and will be determined by the Whistleblower Investigation Officer in conjunction with the Managing Director and Chief Executive Officer, or, if the Whistleblower Investigations Officer deems it necessary, the Chair of the Risk and Audit Committee or AEMO Board.

Any findings from an investigation will be documented and, whilst maintaining confidentiality, reported to the relevant individuals who have oversight of this Policy, including (as relevant) the AEMO Managing Director and Chief Executive Officer, Chair of the Risk and Audit Committee or AEMO Board. Where the findings concern one of these individuals, the full documented findings may not be communicated to this person, depending on the circumstances of the matter.

The Eligible Whistleblower, if they choose to disclose their identity, will be advised that the investigation is complete and that AEMO is satisfied that the matter has been appropriately dealt with. Further details of the outcome of the investigation may be provided, at the Whistleblower Investigations Officer's discretion, if it is appropriate to do so.

FAIR TREATMENT OF EMPLOYEES MENTIONED IN DISCLOSURES OR TO WHOM DISCLOSURES RELATE

AEMO is committed to ensuring the fair treatment of AEMO employees who are mentioned in disclosures that qualify for protection under Part 9.4AAA of the *Corporations Act 2001* (Cth) or to whom such disclosures relate, including by maintaining confidentiality to the extent that it is practicable.

AEMO will ensure any employee or contractor, who is the subject of a whistleblower complaint, is supported by the relevant resources within AEMO, where appropriate, including counselling and other support services.

AEMO will also ensure the integrity of the investigation is preserved, by following the process outlined above, as well as its internal procedures, and by allowing the person that is subject to the complaint to receive procedural fairness, including a sufficient opportunity to be heard, so that the investigation results in an equitable and correct outcome.

AEMO may inform the individual that is the subject of the disclosure in relation to the subject matter of the disclosure as and when required by the principles of natural justice and procedural fairness, but prior to any adverse findings being made against them.

GOVERNANCE

AEMO is committed to complying with the laws and best practices that provide for reporting by Eligible Whistleblowers and protect their rights, including the provisions in Part 9.4AAA of the *Corporations Act 2001* (Cth).

AVAILABILITY OF POLICY

AEMO will always make this Policy available on AEMO's intranet and on its website. It will also provide appropriate training to relevant officers and employees.