

Whistleblower Policy

Ford Motor Company of Australia Limited

VERSION DECEMBER 2019

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Whistleblower Policy

1. Introduction

Ford Motor Company of Australia Limited (ACN 004 116 223) (**Ford**):

- (a) considers that implementing an effective Whistleblower Policy will assist it to maintain a high standard of lawful and ethical conduct in its workplace and business activities;
- (b) is committed to ensuring the protection of Eligible Whistleblowers who report concerns about Misconduct or an Improper State of Affairs or Circumstances in Ford's workplace or business activities; and
- (c) will make this Policy available on Ford's public website, and through internal channels directed at employees such as Life@Ford.

2. Terms used in this Policy

2.1 **APRA** means the Australian Prudential Regulation Authority;

2.2 **ASIC** means the Australian Securities and Investments Commission;

2.3 **Detrimental Conduct** includes:

- (a) dismissal of an employee or termination of a contractor;
- (b) injury of an employee in their employment;
- (c) alteration of an employee's position or duties to their disadvantage;
- (d) discrimination between an employee and other employees of the same employer;
- (e) harassment or intimidation of a person;
- (f) harm or injury to a person, including psychological harm;
- (g) damage to a person's property;
- (h) damage to a person's reputation;
- (i) damage to a person's business or financial position; or
- (j) any other damage to a person.

2.4 **Eligible Recipient** means any one of the following:

- (a) the individual/s appointed by Ford to the position of **Whistleblower Investigation Officer** from time to time — the names and contact details of whom are available from Ford's 'Compliance Officer' who can be contacted as follows:

Attn: Compliance Officer
Ford Motor Company of Australia Limited
Locked Bag 32000
RICHMOND VIC 3121

Email: Compliance.Officer@ford.com

- (b) in the case of a disclosure by an employee who consents to not remaining anonymous — an officer of Ford or its parent company that is a recipient of a communication through the Ford "**Speak Up**" reporting mechanism.
- (c) another officer or senior manager of Ford or a related body corporate;
- (d) an auditor, or member of an audit team conducting an audit, of Ford or a related body corporate;
- (e) a legal practitioner for the purpose of obtaining legal advice; or
- (f) any other individual prescribed by the law.

2.5 **Eligible Whistleblower** means a person who is currently, or was previously:

- (a) an officer of Ford (within the meaning of the *Corporations Act 2001* (Cth));
- (b) an employee of Ford;
- (c) an individual who supplies services or goods to Ford (whether paid or unpaid) (including a 'contractor' to Ford) or that individual's employee;
- (d) an employee of an entity that supplies services or goods to Ford (whether paid or unpaid) (including a 'contractor' entity to Ford);
- (e) an individual who is an associate of Ford (within the meaning of the *Corporations Act 2001* (Cth));
- (f) a relative or a dependant of any individual referred to in paragraphs 2.5(a) to 2.5(d) above; or
- (g) any other individual prescribed by law.

2.6 **Emergency Disclosure** means an emergency report of Misconduct or an Improper State of Affairs or Circumstances to a member of the Parliament of the Commonwealth

or a State or the legislature of a Territory, or a Journalist in accordance with clause 6.4 of this Policy.

2.7 **Journalist** means a person who is working in a professional capacity as a journalist for a newspaper, magazine, radio or television broadcasting service or certain other electronic services similar to newspaper, magazine or radio that operate on a commercial basis or by a body providing a national broadcasting service.

2.8 **Misconduct or an Improper State of Affairs or Circumstances** means information which an Eligible Whistleblower has reasonable grounds to suspect concerns misconduct or an improper state of affairs or circumstances in relation to:

- (a) Ford or an officer or employee of Ford; or
- (b) a related body corporate of Ford or an officer or employee of that related body corporate)

including information that indicates that such a person has engaged in conduct which:

- (i) constitutes an offence against, or in contravention of, a provision of the *Corporations Act 2001* (Cth), the *Australian Securities and Investment Act 2001* (Cth) or an instrument made under one of those Acts;
- (ii) constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more (for example tax laws and foreign bribery laws);
- (iii) represents a danger to the public or the financial system; or
- (iv) is prescribed by regulations made as part of Australia's whistleblower law.

2.9 **Personal Work-related Grievance** means a grievance:

- (a) about any matter in relation to the Eligible Whistleblower's employment or former employment having or tending to have personal implications for the Eligible Whistleblower;
- (b) that does not have significant implications for Ford or a related body corporate of Ford, except that it relates to the Whistleblower; and
- (c) that does not concern conduct or alleged conduct referred to in 2.8(b)(i) to 2.8(b)(iv).

2.10 **Public Interest Disclosure** means the disclosure of a report of Misconduct or an Improper State of Affairs or Circumstances to a member of the Parliament of the Commonwealth, a State or a legislature of Territory, or a Journalist in accordance with clause 6.3 of this Policy.

2.11 **Victimisation** means engaging in, or threatening to engage in, Detrimental Conduct against a person because the perpetrator of the Detrimental Conduct believes or suspects the person or any other person made, may have made, proposes to make or

could make a Whistleblower Disclosure and the belief or suspicion is the reason or part of the reason for the conduct.

- 2.12 Victimise has a corresponding meaning to Victimisation.
- 2.13 **Threats or threaten** for the purposes of Victimisation can be express, implied, conditional or unconditional and it is not necessary to prove that the person actually feared the threat would be carried out, but the perpetrator must have intended the other person to fear that the threat would be carried out or been reckless as to causing that fear.
- 2.14 **Whistleblower Disclosure** means a report by an Eligible Whistleblower to an Eligible Recipient (or to a body identified by section 1317AA of the Corporations Act) about Misconduct or an Improper State of Affairs or Circumstances.
- 2.15 **Whistleblower Investigation Officer** is an employee or officer of Ford that is responsible for investigating a Whistleblower Disclosure in accordance with clause 7 of this Policy. The current Whistleblower Investigation Officers will be listed on Life@Ford and the list will be available from Ford's 'Compliance Officer' who can be contacted as follows:

Attn: Compliance Officer
Ford Motor Company of Australia Limited
Locked Bag 32000
RICHMOND VIC 3121

Email: Compliance.Officer@ford.com

- 2.16 **Worker** means any current:
- (a) Board Member;
 - (b) Director or officer (within the meaning of the *Corporations Act 2001* (Cth));
 - (c) employee;
 - (d) contractor (working internally or externally to Ford);
 - (e) supplier;
 - (f) employee of a contractor or a supplier; or
 - (g) associate (within the meaning of the *Corporations Act 2001* (Cth)),
- of Ford.

3. Scope and application

This policy applies:

- (a) to Ford, its Workers and Eligible Whistleblowers; and
- (b) to Whistleblower Disclosures made on or after 1 January 2020, regardless of when the alleged misconduct occurred or state of affairs or circumstances existed.

4. Purpose

The purpose of this Policy is to:

- (a) encourage and promote a culture of openness and acceptance regarding the reporting of misconduct within Ford;
- (b) encourage Eligible Whistleblowers to make Whistleblower Disclosures without fear of Victimisation; and
- (c) properly manage reports of Misconduct or an Improper State of Affairs or Circumstances in a lawful, fair, consistent and timely manner.

5. Principles

- 5.1 Ford does not tolerate Misconduct or an Improper State of Affairs or Circumstances in its workplace or business activities.
- 5.2 Workers:
 - (a) must not engage in Misconduct or an Improper State of Affairs or Circumstances in Ford's workplace or in conducting business activities on behalf of Ford;
 - (b) must report any actual or reasonably suspected Misconduct or an Improper State of Affairs or Circumstances in accordance with this Policy;
 - (c) must cooperate with any investigation undertaken by Ford under this Policy or as otherwise required at law; and
 - (d) must not Victimise an Eligible Whistleblower as a consequence of a Whistleblower Disclosure.
- 5.3 In addition to the obligations set out in clause 5.2 above, Workers, Eligible Recipients and Whistleblower Investigation Officers must comply with the confidentiality obligations set out in clause 8 of this Policy.
- 5.4 Ford will:
 - (a) promptly review and investigate (where appropriate) a Whistleblower Disclosure, once it becomes aware of it, in accordance with this Policy;

- (b) to the extent such a report is required by law, report to ASIC, APRA, the Australian Federal Police or State/Territory police (where appropriate) a Whistleblower Disclosure and cooperate with such entities;
- (c) comply with the confidentiality obligations set out in clause 8 of this Policy;
- (d) take all reasonably necessary steps to ensure an Eligible Whistleblower is kept informed about the progress and outcome of a Whistleblower Disclosure;
- (e) take all reasonably necessary steps to ensure Misconduct or an Improper State of Affairs or Circumstances, which are substantiated, ceases;
- (f) take all reasonably necessary steps to remedy any wrongdoing or adverse effects of any Misconduct or an Improper State of Affairs or Circumstances which are substantiated;
- (g) develop policies or strategies to minimise the recurrence of any substantiated cases of Misconduct or an Improper State of Affairs or Circumstances;
- (h) in accordance with this Policy, promptly investigate allegations of breach of confidentiality or Victimisation under clause 8 of this Policy;
- (i) not Victimise a person, and will take all reasonable steps to ensure its Workers refrain from engaging in such behaviour; and
- (j) take appropriate disciplinary action against a Worker, up to and including termination of their engagement or employment, if they engage in substantiated Misconduct or an Improper State of Affairs or Circumstances, if they Victimise a person or if they unreasonably fail to comply with this Policy.

5.5 Ford will adopt complementary internal procedures and conduct appropriate training for various types of Eligible Recipients to promote compliance with this Policy.

6. Making a Whistleblower Disclosure

Whistleblower Disclosure

- 6.1 It is Ford's preference that any concerns held by Eligible Whistleblowers regarding suspected Misconduct or an Improper State of Affairs or Circumstances be reported internally to a **Whistleblower Investigation Officer** within Ford. If you are not concerned to remain anonymous, you can report through the Ford "Speak Up" mechanism (which integrates with longstanding international procedures of Ford for reporting of 'unusual events'). Use of "Speak Up" will be taken to mean that you consent to limited (and sensitive) internal disclosure of your identity to persons who will deal with your disclosure. If you wish to remain anonymous, contact a Whistleblower Investigation Officer or another Eligible Recipient. Information can be disclosed outside of business hours, and will be held securely.
- 6.2 However, Ford recognises that it will not always be appropriate to make an internal report of suspected Misconduct or an Improper State of Affairs or Circumstances. An

Eligible Whistleblower may make a report of Misconduct or an Improper State of Affairs or Circumstances:

- (a) verbally or in writing to an external Eligible Recipient;
- (b) verbally or in writing to ASIC or APRA or a prescribed Commonwealth authority¹.

Public Interest Disclosure

6.3 An Eligible Whistleblower may make a Public Interest Disclosure if:

- (a) at least 90 days has passed since an Eligible Whistleblower made a report of Misconduct or an Improper State of Affairs or Circumstances to ASIC, APRA or another body that is prescribed by law under clause 6.2(b) of this Policy; and
- (b) the Eligible Whistleblower does not believe, on reasonable grounds, that action is being taken, or has been taken, to address the Misconduct or an Improper State of Affairs or Circumstances; and
- (c) the Eligible Whistleblower has reasonable grounds to believe that making a further disclosure of the information in accordance with this clause would be in the public interest; and
- (d) after the end of the period referred to in clause 6.3(a), the Eligible Whistleblower gave to the body they had given their previous disclosure a written notification which included sufficient information to identify the previous report of Misconduct or an Improper State of Affairs or Circumstances, and stated that the Eligible Whistleblower intended to make a Public Interest Disclosure; and
- (e) the extent of the information disclosed is no greater than necessary to inform of the Misconduct or an Improper State of Affairs or Circumstances.

Emergency Disclosure

6.4 An Eligible Whistleblower may make an Emergency Disclosure if:

- (a) the Eligible Whistleblower made a report of Misconduct or an Improper State of Affairs or Circumstances to ASIC, APRA or another body prescribed by law under clause 6.2(b) of this Policy;
- (b) the Eligible Whistleblower has reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of one or more persons or to the natural environment;
- (c) after the Eligible Whistleblower's report referred to in clause 6.4(a) the Eligible Whistleblower then gave written notification to the body who received the previous report referred to in clause 6.4(a) which written notification includes sufficient information to identify the previous report of Misconduct or an

¹ If the disclosure relates to tax and may assist the Australian Taxation Office in carrying out its functions, a disclosure can also be made directly to the Commissioner of Taxation.

Improper State of Affairs or Circumstances and states that the Eligible Whistleblower intends to make an Emergency Disclosure; and

- (d) the extent of the information disclosed is no greater than necessary to inform of the substantial and imminent danger associated with the Misconduct or an Improper State of Affairs or Circumstances.

6.5 An Eligible Recipient who receives a Whistleblower Disclosure:

- (a) must promptly review the disclosure; and
- (b) must either:
 - (i) ensure the disclosure is investigated by a Whistleblower Investigation Officer (or a suitable person appointed by the Whistleblower Investigation Officer) as set out in clause 7 of this Policy; or
 - (ii) report the alleged Misconduct or an Improper State of Affairs or Circumstances to ASIC, APRA or the Australian Federal Police or, (subject to paragraph (c)), State/Territory police (where appropriate) and cooperate with such entities so far as is lawfully required; and
- (c) must not disclose information obtained directly or indirectly because of the Whistleblower Disclosure if it would identify the Eligible Whistleblower or any information that is likely to lead to the identification of the Eligible Whistleblower unless the disclosure is made:
 - (i) with the Eligible Whistleblower's consent;
 - (ii) to ASIC, APRA, the Australian Federal Police (where appropriate);
 - (iii) to a legal practitioner (including a lawyer within Ford's Australian legal department) for the purposes of obtaining legal advice or representation in relation to a Whistleblower Disclosure; or
 - (iv) to a person prescribed by law; and
- (d) must not Victimise an Eligible Whistleblower as a consequence of a Whistleblower Disclosure.

6.6 If an Eligible Whistleblower wishes to obtain additional information before making a disclosure, he or she can contact a legal practitioner (about whistleblower law and the protections it offers) or the Compliance Officer-Australia or a Whistleblower Investigation Officer (about his policy).

7. Investigation

7.1 Ford must investigate all Whistleblower Disclosures and will do so in accordance with this clause 7.

- 7.2 An Eligible Recipient who receives a Whistleblower Disclosure must report the Whistleblower Disclosure to a Whistleblower Investigation Officer to investigate (or commission and receive an investigation, by a suitable person, of) the Whistleblower Disclosure. The Whistleblower Investigation Officer must be a different person to the Eligible Recipient.
- 7.3 In the event that the Whistleblower Disclosure involves or relates to the person nominated by the Eligible Recipient in clause 7.2 above, as the Whistleblower Investigation Officer(s), the Whistleblower Disclosure must instead be investigated by the person holding the position of:
- (a) General Counsel within Ford; or
 - (b) a corporate lawyer within Ford.
- 7.4 A Whistleblower Investigation Officer:
- (a) must apply principles of natural justice to an investigation into a Whistleblower Disclosure, which will include:
 - (i) the investigation being conducted promptly, fairly and impartially;
 - (ii) if reasonably necessary for the purposes of investigation, the matters which are the subject of investigation being made known to the person or persons who are the alleged subject of a Whistleblower Disclosure, excluding information about the identity of the Eligible Whistleblower and information that may lead to identification of the Eligible Whistleblower; and
 - (iii) providing the person or persons who are the subject of a Whistleblower Disclosure with sufficient time to consider the allegations and an opportunity to respond;
 - (b) must take all reasonable steps to reduce the risk that the Eligible Whistleblower will be identified as a result of the Whistleblower Disclosure;
 - (c) must maintain a confidential record of the allegations and processes concerning an investigation into a Whistleblower Disclosure;
 - (d) subject to clauses 7.4(g) and 8.7 of this Policy, and after consultation with the Eligible Whistleblower, will provide a report to Ford's Australian Chief Executive Officer or Ford's Regional Investigation Coordinator (RIC) for Australia, who must make a determination about whether the alleged Misconduct or an Improper State of Affairs or Circumstances is substantiated;
 - (e) may report a Whistleblower Disclosure to ASIC, APRA, the Australian Federal Police or State/Territory police (where appropriate) and must cooperate with such entities so far as is lawfully required;
 - (f) so far as is lawful, must take all reasonable steps to ensure an Eligible Whistleblower is kept informed about the progress and outcome of their investigation into the Whistleblower Disclosure;

- (g) subject to clauses 7.4(d), 7.4(e) and 8 of this Policy, and so far as is lawful, must maintain confidentiality about the identity of an Eligible Whistleblower and any details of a Whistleblower Disclosure which they are aware of (or have a reasonable suspicion of); and
- (h) must not engage in any conduct which constitutes Victimisation.

8. Protection and confidentiality

- 8.1 If an Eligible Whistleblower makes a Whistleblower Disclosure:
 - (a) they will not be subject to any civil, criminal or administrative liability (including disciplinary action) for making the disclosure; and
 - (b) no contractual or other remedy may be enforced, and no contractual or other right may be exercised, against them on the basis of the disclosure; and
 - (c) where a Whistleblower Disclosure is an Emergency Disclosure, Public Interest Disclosure, or a disclosure under clause 6.2(b) of this Policy, then subject to the *Corporations Act 2001* (Cth) and the *Taxation Administration Act 1953* (Cth) the information is not admissible in evidence against the Eligible Whistleblower in criminal proceedings or proceedings for the imposition of a penalty (unless the proceedings relate to the Whistleblower Disclosure in question being false).
- 8.2 The *Corporations Act 2001* (Cth) (and possibly also the *Taxation Administration Act 1953* (Cth) if the matter involves tax) protects people from Victimisation and provides for possible compensation and other remedies if there were to be victimisation.
- 8.3 The protections in this Policy and under the *Corporations Act 2001* (Cth) do not apply to allegations or complaints of Personal Work-related Grievances that do not involve Victimisation.
- 8.4 Ford and Workers must not Victimise an Eligible Whistleblower for making a Whistleblower Disclosure.
- 8.5 Subject to clauses 8.6 and 8.7 below, without the Eligible Whistleblower's consent, the following will not be disclosed:
 - (a) the Eligible Whistleblower's identity; or
 - (b) information that is likely to lead to identifying the Eligible Whistleblower.
- 8.6 Despite clause 8.5 of this Policy, a person may lawfully disclose the identity of an Eligible Whistleblower, or information that is likely to lead to identification of an Eligible Whistleblower, without the permission of the Eligible Whistleblower to:
 - (a) ASIC, APRA or the Australian Federal Police;

- (b) ASIC, APRA, the Australian Federal Police and a Commonwealth, state or territory authorities for the purpose of assisting that authority in the performance of its functions or duties;
 - (c) such other body or authority that is prescribed by law; or
 - (d) a legal practitioner for the purpose of obtaining legal advice.
- 8.7 Information that is likely to lead to identification of an Eligible Whistleblower may be disclosed if it is reasonably necessary to investigate the report of Misconduct or an Improper State of Affairs or Circumstances and the discloser takes all reasonable steps to reduce the risk of identifying the Eligible Whistleblower.
- 8.8 An Eligible Whistleblower may make a complaint to an Eligible Recipient or to one of the applicable entities set out in clause 9.2 below if they are concerned about a breach of confidentiality or if they believe that are being, or have been, Victimised.
- 8.9 A Worker who makes a Whistleblower Disclosure but does not have reasonable grounds to suspect the information the subject of the Whistleblower Disclosure concerned Misconduct or an Improper State of Affairs or Circumstances, against Ford or another Worker:
- (a) is not entitled to the protections available for Eligible Whistleblowers under the *Corporations Act 2001* (Cth) or other applicable State and Federal legislation;
 - (b) is not afforded any protection under this Policy;
 - (c) may be subject to disciplinary action, including up to termination of their engagement or employment; and
 - (d) may be guilty of an offence.
- 8.10 The making of a Whistleblower Disclosure will not prevent Ford from commencing or continuing with any investigation into allegations of misconduct against the Eligible Whistleblower or any management of the Eligible Whistleblower's performance that do not relate to the Eligible Whistleblower making a Whistleblower Disclosure.
- 8.11 Disclosures that do not qualify as Whistleblower Disclosures do not qualify for protection under the Corporations Act or this Policy.

9. Support services

- 9.1 Ford offers support services to ensure the fair treatment of a Worker who makes or is the subject of a Whistleblower Disclosure. Information regarding these services is available from:
- (a) your Ford HR Business Partner; and

- (b) Ford's Employee Assistance Program (EAP) provider, Converge International, as follows:

phone: 1300 687 327
 email: eap@convergeintl.com.au.

9.2 Eligible Whistleblowers should be aware that they can contact the below listed bodies for advice or support if they have a concern that they have been Victimised or that the confidentiality obligations in this Policy have been breached. Eligible Whistleblowers should understand however they will be unlikely to be protected by this Policy if they made a Whistleblower Disclosure to the below listed bodies. In order to be protected by this Policy, Whistleblower Disclosures must be made to Eligible Recipients.

- (a) Federal complaints bodies

Organisation	Contact Details
Australian Human Rights Commission	Website http://www.humanrights.gov.au/ Telephone 1300 656 419 Facsimile 02 9284 9611 Postal address GPO Box 5218, SYDNEY NSW 2001
Fair Work Commission	Telephone 1300 799 675 For further information and office locations, please see the website: https://www.fwc.gov.au/

- (b) State complaints bodies

Organisation	Contact Details
ACT Human Rights Commission	Website http://www.hrc.act.gov.au/ Telephone 02 6205 2222 Postal address GPO Box 158, CANBERRA ACT 2601
WorkSafe ACT	Website https://www.access.canberra.act.gov.au/app/home/workhealthandsafety Telephone 02 6207 3000 Email worksafe@act.gov.au Postal address GPO Box 158, CANBERRA CITY ACT 2601

Organisation	Contact Details	
Anti-Discrimination Board of New South Wales	Website	http://www.antidiscrimination.justice.nsw.gov.au/
	Telephone	1800 670 812 (within NSW) 02 9268 5544 (outside NSW)
	Postal address	PO Box A2122, SYDNEY SOUTH NSW 1235
WorkSafe NSW	Website	www.safework.nsw.gov.au
	Telephone	13 10 50
	Email	contact@safework.nsw.gov.au
	Postal address	SafeWork NSW, Locked Bag 2906, LISAROW NSW 2252
Anti-Discrimination Commission of Queensland	Website	www.adcq.qld.gov.au
	Telephone	1300 130 670
	Postal address	PO Box 15565, CITY EAST QLD 4002
WorkSafe QLD	Website	www.worksafe.qld.gov.au
	Telephone	1300 362 128
	Online enquiry form	
	Postal address	GPO Box 69, BRISBANE QLD 4001
Equal Opportunity Commission of South Australia	Website	http://www.eoc.sa.gov.au/
	Telephone	1800 188 163 (within SA) 08 8207 1977 (outside SA)
	Postal address	GPO Box 464, ADELAIDE SA 5001
SafeWork SA	Website	http://www.safework.sa.gov.au
	Telephone	1300 365 255
	Email	help.safework@sa.gov.au
	Postal address	GPO Box 465, ADELAIDE SA 5001
Northern Territory Anti-Discrimination Commission	Website	http://www.adc.nt.gov.au/
	Telephone	1800 813 846 (within NT) 08 8999 1444 (outside NT)
	Postal address	Locked Mail Bag 22, GPO DARWIN NT 0801

Organisation	Contact Details	
NT Worksafe	Website Telephone Email Postal Address	www.worksafe.nt.gov.au 1800 019 115 ntworksafe@nt.gov.au GPO Box 1722, Darwin, NT 0801
Victorian Equal Opportunity and Human Rights Commission	Website Telephone Postal address	www.humanrightscommission.vic.gov.au 1300 891 848 (within VIC) 3rd floor, 204 Lygon Street, CARLTON VIC 3053
WorkSafe Victoria	Website Telephone Postal address	www.worksafe.vic.gov.au 1800 136 089 (within Victoria) 03 9641 1555 (outside Victoria) 1 Malop Street, GEELONG VIC 3220
Equal Opportunity Commission Western Australia	Website Telephone Postal address	http://www.eoc.wa.gov.au/ (08) 9216 3900 (within WA) 1800 198 149 (outside WA) PO Box 7370, Cloisters Square, PERTH WA 6850
WorkSafe WA	Website Telephone Email Postal address	www.commerce.wa.gov.au/WorkSafe/ 1300 307 877 wscallcentre@dmirs.wa.gov.au Department of Commerce, WorkSafe WA, Locked Bag 14, CLOISTERS SQUARE WA 6850