



# Manage Speak Up (Whistleblowing)

## Purpose

Our Code of Business Conduct and our Values represent our commitment to doing the right thing and require everyone working for Mott MacDonald to conduct our business with integrity. Despite this commitment there may be occasions where our conduct or practice does not reach the minimum standards we expect. Where this occurs the earlier we know about it the quicker corrective measures can be taken. It is therefore important for Mott MacDonald that we promote an open, transparent and safe working environment, where employees and business partners feel protected and supported to Speak Up and raise concerns about suspected misconduct or malpractice. By promoting a Speak Up culture we can safeguard Mott MacDonald's reputation, success and our continued ability to operate.

This Manage Speak Up<sup>1</sup> (Whistleblowing) instruction sets out how concerns, including disclosures, regarding suspected or observed misconduct or malpractice within Mott MacDonald can be raised and how they will then be handled in a confidential manner and where appropriate investigated in order to ensure appropriate action is taken regardless of those involved.

## Scope

Speak Up is available to our employees,<sup>2</sup> business partners, including third party intermediaries, contractors, suppliers and joint venture partners as well as eligible whistleblowers as defined within relevant legislation.

The Corporations Act 2001 (the Act) is the primary legislation governing whistleblowing in Australia. An eligible whistleblower under the Act is an individual who is, or has been:

- a. an officer or employee of Mott MacDonald;
- b. a supplier of services or goods to Mott MacDonald (whether paid or unpaid), including their employees;
- c. an associate of Mott MacDonald; and
- d. a relative, dependant or spouse of an individual who falls into the above categories.

1. At Mott MacDonald we use the term Speak Up, however for clarity this includes all whistleblowing.

2. The definition of 'employee' is defined in a person's contract of employment.



### When should a concern be raised?

Mott MacDonald takes instances of misconduct and malpractice seriously. We therefore encourage everyone to have the confidence to report any suspected or observed misconduct or malpractice as described within this instruction. Doing so will allow Mott MacDonald to address and resolve concerns in a timely manner and prevent their escalation. Examples of conduct or practice that could be raised as Speak Up, include, but are not limited to:

- Financial malpractice, impropriety or fraud
- Criminal activity
- Violation of any legal or regulatory obligation
- Dangers to health and safety or the environment
- Significant risk to public safety
- Stability of, or confidence in Mott MacDonald's financial system
- Bullying and harassment and discrimination as well as issues relating to diversity and inclusion<sup>3</sup>
- Potential or actual human rights abuses
- Other improper conduct or unethical behaviour, including significant breaches of our Code
- Retaliation against those raising concerns in good faith or those participating in its handling
- Miscarriages of justice
- Deliberate concealment of any the above

Under the Act eligible whistleblowers will be entitled to protection when they raise a concern or make a disclosure that qualifies for protection, ie a “disclosable matter”. Disclosable matters involve information that the discloser has reasonable grounds to suspect concerns misconduct, or an improper state of affairs or circumstances, in relation to Mott MacDonald or a related entity. Misconduct includes ‘fraud, negligence, default, breach of trust and breach of duty’. The phrase ‘improper state of affairs or circumstances’ is not defined and is intentionally broad. This definition may include conduct that is not necessarily unlawful. Examples of disclosable matters are provided in the bulleted list of what may be raised as Speak Up above.

Disclosures that do not constitute disclosable matters are not protected under the Act or the Taxation Administration Act, where relevant.<sup>4</sup> However, disclosures not amounting to a “disclosable matter” may still be protected under other legislation, such as the Fair Work Act 2009.

3. Where these issues constitute a personal grievance this is a more suitable mechanism to investigate and address these concerns.

4. Separate to the protections available to whistleblowers under the Corporations Act, the Taxation Administration Act 1953 (Taxation Administration Act) provides protections to tax whistleblowers under Part IVD of the Taxation Administration Act when they disclose tax avoidance behaviour and other tax issues to the Australian Tax Office (ATO) about an entity (includes an individual) they are, or have been, in a relationship with. For further information in relation to the above, refer to the legislation and/or ATO website.



### When should a concern be raised?

Speak Up should not be used to:

- Report injuries and illnesses at work. First aiders/responders should be contacted to assist in the first instance
- Report emergency situations including threats to life or property. In such circumstances the emergency services should be contacted
- Raise a grievance of a personal nature or appeal against the finding of a grievance, where the Mott MacDonald grievance procedure is a more suitable mechanism to address concerns that are personal to an employee
- Raise any concern or make any accusations that are malicious or are not reasonably believed to be true. Doing so may lead to disciplinary action

Under the Act an eligible whistleblower will only be entitled to protection if they have “reasonable grounds to suspect” the truth of their disclosure.

Personal work-related grievances tend to have implications for the discloser personally and generally do not have significant implications for Mott MacDonald or relate to a disclosable matter. They do not therefore qualify for protection under the Act unless they meet one of the criteria specified below:

- a. It includes information about misconduct, or information about misconduct includes or is accompanied by a personal work-related grievance (mixed report);
- b. Mott MacDonald has breached employment or other laws punishable by imprisonment for a period of 12 months or more, engaged in conduct that represents a danger to the public, or the disclosure relates to information that suggests misconduct beyond the discloser’s personal circumstances;
- c. the discloser suffers from or is threatened with detriment for making a disclosure; or
- d. the discloser seeks legal advice or legal representation about the operation of the whistleblower protections under the Act.

Examples of personal work-related grievances include:

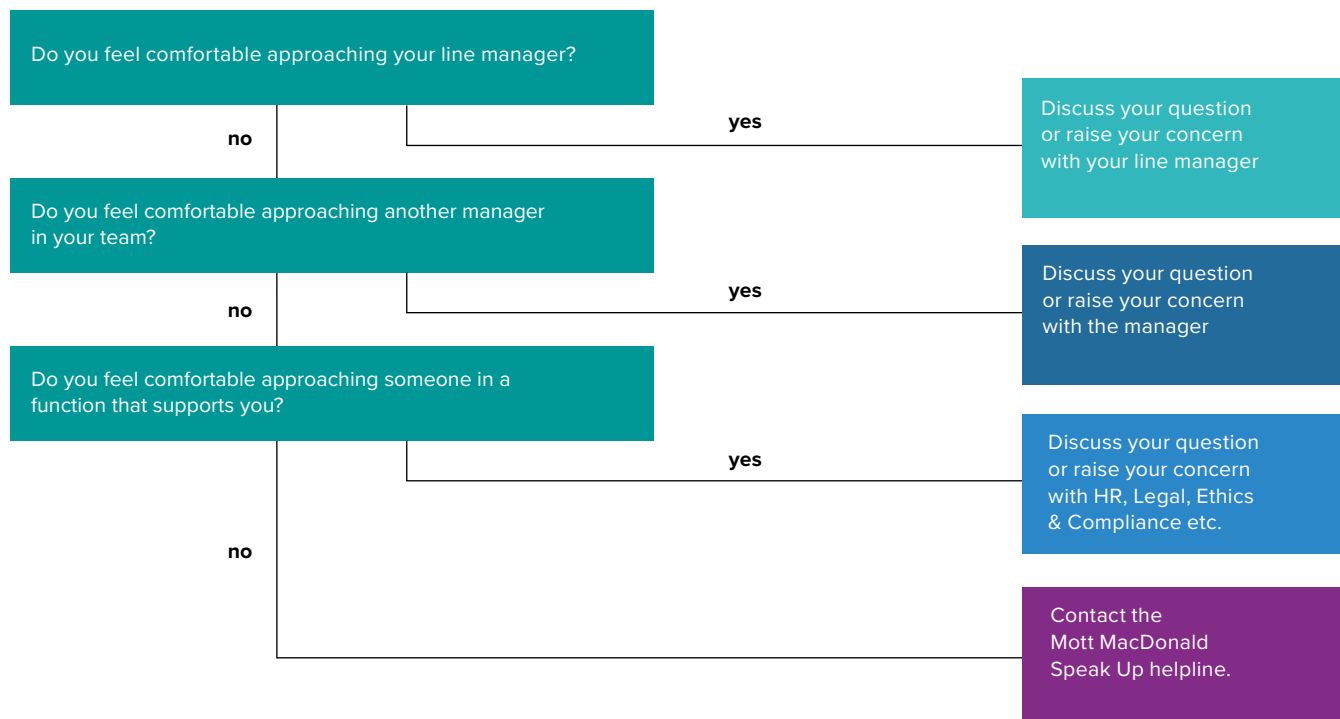
- a. an interpersonal conflict between the discloser and another employee;
- b. a decision that does not involve a breach of workplace laws;
- c. a decision about the engagement, transfer or promotion of the discloser;
- d. a decision about the terms and conditions of engagement of the discloser; or
- e. a decision to suspend or terminate the engagement of the discloser, or otherwise to discipline the discloser.



### How to raise a concern?

At Mott MacDonald we have a range of options available to Speak Up. However, in the first instance we encourage concerns about misconduct or malpractice to be raised internally where possible, ideally with a line manager, or if this is inappropriate another member of management, supporting function, such as HR, Legal, Ethics, Compliance or the Speak Up helpline. The flow diagram below sets out the options and can help guide concerns to the appropriate channel. Additional information on our Speak Up process is available from local HR or legal teams or contact the Speak Up helpline.

Our Speak Up helpline is a comprehensive and confidential internet and telephone-based reporting tool provided and managed by an independent third-party intermediary (Navex Global). It is available 24/7, 365 days a year. Concerns can be raised by telephoning the Speak Up helpline on the toll-free numbers available by accessing the online helpline at [www.expolink.co.uk/mottmacdonald](http://www.expolink.co.uk/mottmacdonald) or by following the link at [www.mottmac.sharepoint.com/legal/policy/Pages/ethicshotline.aspx](http://www.mottmac.sharepoint.com/legal/policy/Pages/ethicshotline.aspx). The web portal is available whatever the location. Calls to the helpline are not recorded.





To qualify for protection under the Act a disclosure made internally can only be made to an “eligible recipient”. Eligible recipients include:

- a. an officer (namely a Director or Company Secretary) or senior manager of Mott MacDonald. Senior manager includes the regional general manager or equivalent;
- b. the internal or external auditor (including a member of an audit team conducting an audit); and
- c. a person authorised by Mott MacDonald to receive disclosures that may qualify for protection. This includes the Group Compliance Officer, members of the local Legal team and directly to the Mott MacDonald Speak Up helpline.

Our preference is that disclosures are made internally. However, disclosures can also be made externally and will qualify for protection when made:

- a. directly to ASIC, APRA or another Commonwealth body prescribed by regulation;
- b. to a legal practitioner for the purposes of obtaining legal advice or legal representation about the operation of the whistleblower provisions in the Act; or
- c. as an ‘emergency disclosure’ or ‘public interest disclosure’.

A ‘public interest disclosure’ is the disclosure of information to a journalist or a parliamentarian, where:

- a. at least 90 days have passed since the discloser made the disclosure to ASIC, APRA or another Commonwealth body prescribed by regulation;
- b. the discloser does not have reasonable grounds to believe that action is being, or has been taken, in relation to their disclosure;
- c. the discloser has reasonable grounds to believe that making a further disclosure of the information is in the public interest; and
- d. before making the public interest disclosure, the discloser has given written notice to the body that:
  - (i) includes sufficient information to identify the previous disclosure; and
  - (ii) states that the discloser intends to make a public interest disclosure.

An ‘emergency disclosure’ is the disclosure of information to a journalist or parliamentarian, where:

- a. the discloser has previously made a disclosure of the information to ASIC, APRA or another Commonwealth body prescribed by regulation;
- b. the discloser 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. before making the emergency disclosure, the discloser has given written notice to the body that:
  - (i) includes sufficient information to identify the previous disclosure; and
  - (ii) states that the discloser intends to make an emergency disclosure; and
- d. the extent of the information disclosed in the emergency disclosure is no greater than is necessary to inform the journalist or parliamentarian of the substantial and imminent danger.

It is important for the discloser to understand the criteria for making a public interest or emergency disclosure. A disclosure must have previously been made to ASIC, APRA or a prescribed body and written notice provided to the body to which the disclosure was made. At least 90 days must have passed since the previous disclosure. A discloser should contact an independent legal adviser before making a public interest disclosure or an emergency disclosure.



## Protections

### Confidentiality

So far as possible, Mott MacDonald will not disclose the identity of any individual raising a concern unless it is to obtain legal advice, or to comply with a legal or regulatory obligation. Information contained within a concern may be disclosed where it does not disclose the identity of an individual raising the concern and is reasonably necessary for the purposes of an investigation. In such circumstances all reasonable steps should be taken to reduce the risk of disclosing the identity of the individual raising the concern. Individuals raising concerns should also take steps to protect the confidentiality of their own identities and not discuss their concern wider than is necessary. Where an individual raising a concern believes there has been a breach of their confidentiality this should be raised directly to the Speak Up helpline, a member of the local legal team or to the Group Compliance Officer.

### Privacy

All reasonable steps will be taken to safeguard personal data from unauthorised access and processing. Personal data will only be disclosed on a need-to-know basis to employees and/or third parties (eg: consultants, authorities etc). Personal data will be retained in accordance with our Privacy Policy, which can be found on our website at [www.mottmac.com/privacy-policy](http://www.mottmac.com/privacy-policy).

Under the Act the following protections apply to disclosures made internally or externally when made in accordance with the Act.

Where disclosers qualify for protection as a whistleblower they are entitled under the Act to protection of their identity. It is illegal under the Act for anyone in Mott MacDonald to disclose the identity of a discloser or information that is likely to lead to the identification of the discloser. The exception to this is if the identity is disclosed to:

- a. ASIC, APRA or a member of the Australian Federal Police;
- b. to a legal practitioner (for the purposes of obtaining legal advice or legal representation about the whistleblower provisions in the Act);
- c. to a person or body prescribed by regulations; or
- d. with the consent of the discloser.

Where a discloser believes there has been a breach of confidentiality in addition to internal options, referenced above, they may lodge a complaint with a relevant regulator.

In order to protect the confidentiality of a discloser's identity investigations will be conducted by qualified staff and those overseeing the process will liaise with the discloser in order to identify additional mechanisms to ensure confidentiality is maintained. In addition, all documents relating to the investigation will be stored securely, will only be shared on a "need to know" basis and all those involved in handling and investigating the disclosure will be reminded of their confidentiality obligations and requirements.



### **Anonymity**

Where permitted by local legislation concerns can be raised anonymously. Where a concern is raised anonymously those overseeing the management of the concern will ensure that anonymity is protected. However, when raising a concern, we encourage individuals to provide contact details as it is difficult and, in some circumstances, impossible, to investigate a concern that has been raised anonymously. Anonymity can be assured through use of our Speak Up helpline, which has in built mechanisms to ensure anonymity is maintained, or by means of anonymous email contact.

### **Reporting in good faith**

Action will not be taken against anyone who raises a concern in good faith even if the subsequent investigation concludes that they were mistaken or that there was no wrongdoing. However disciplinary action may be taken against anyone who raises a concern maliciously, for personal gain or who does not believe in the truth of their concern.

### **Retaliation and detriment**

It is important that we promote an open, transparent and safe working environment where employees are protected and can ask questions and raise concerns. We actively encourage everyone to do the right thing and to Speak Up. In addition to the protections provided to those who blow the whistle, any retaliation against a person who raised a concern or who is involved in the investigation of a Speak Up concern is considered a breach of our Code. If you feel you or another employee have been retaliated against for speaking up, raise this immediately with your line manager or HR, Legal, Ethics, Compliance or the Speak Up helpline.

Disclosures eligible for protection under the Act can be made anonymously and will remain protected. A discloser may choose to remain anonymous while making a disclosure, during an investigation and after the investigation is finalised.

In addition, a discloser can refuse to answer questions that they feel may disclose their identity. Notwithstanding a discloser should maintain communication with Mott MacDonald in order that follow up questions and feedback may be provided.

Under the Act no-one in Mott MacDonald can engage in conduct that causes detriment to a discloser (or another person) in relation to a disclosure if:

- a. The person believes or suspects that the discloser (or another person) made, may have made, proposed to make or could make a disclosure that qualifies for protection under the Act; and
- b. the belief or suspicion is the reason, or part of the reason, for the conduct.

In addition, a person cannot make a threat to cause detriment to a discloser (or another person) in relation to a disclosure. A threat may be express or implied, or conditional or unconditional. A discloser (or another person) who has been threatened in relation to a disclosure does not have to fear that the threat will be carried out.

Detrimental conduct may include:

- a. Dismissal of an employee;
- b. injury of an employee in his or her employment;
- c. alteration of an employee's position or duties to his or her disadvantage;
- d. discrimination between an employee and other employees within Mott MacDonald;
- e. harassment or intimidation of a person;
- f. harm or injury to a person, including psychological harm; or
- g. damage to a person's property, reputation, business or financial position or any other damage.



In order to ensure the effectiveness of the Speak Up process and to ensure that no retaliation has taken place follow up questionnaires will be provided to some individuals raising concerns within 28 days of closure of the investigation. Where agreed further follow up may take place within six months to confirm that the concern was addressed, and that no retaliation has taken place. If individuals feel they have been retaliated against or suffered any other detriment as a result of raising the concern they should not wait and should immediately contact line management, HR or contact the Speak Up helpline.

#### **Fair treatment**

It is important that all individuals involved within the Speak Up process, whether they raise the concern, are alleged to have committed any wrongdoing, are asked to investigate, or are involved in any other way are treated fairly, objectively and with respect. Concerns will therefore be handled confidentially, for all parties, when it is practical and appropriate to do so. Investigations must be impartial and free from bias. Where an individual is implicated in a concern then it is important that any communication with them is dealt with sensitively and in a timely manner and does not undermine the investigation. This should be a consideration for the case review.

Actions that would not normally be considered detrimental conduct include:

- a. Administrative action that is reasonable for the purpose of protecting a discloser from detriment (eg: moving a discloser who has made a disclosure); and
- b. managing a discloser's unsatisfactory work performance if in line with Mott MacDonald's performance management framework.

In order to protect a discloser from suffering any detriment or retaliation each case will be subject to a risk assessment and relevant steps identified and taken to ensure that no retaliation or detriment takes place.

Where a discloser believes they have suffered a detriment in addition to internal options, referenced above, they may seek independent legal advice or contact a regulatory body such as ASIC, APRA or ATO.

Under the Act the following protections also apply:

#### **Compensation and other remedies**

A discloser may seek compensation or other remedy through the courts if:

- a. They suffer loss, damage or injury because of a disclosure;
- b. Mott MacDonald failed to take reasonable precautions and exercise due diligence to prevent the detrimental conduct.

#### **Civil, Criminal and administrative liability protection**

A discloser is protected from any civil, criminal and administrative liability in relation to their disclosure.





## What happens after someone Speaks Up?

### Objective assessment

When an individual raises a Speak Up concern relating to misconduct or malpractice, utilising any of the routes available to them this should be acknowledged. An objective assessment should then take place within seven days of receipt of the concern. Where a concern is raised directly with management, the manager may engage with a suitable function eg: HR, Legal, Ethics, Compliance or Finance to help conduct this assessment.

The purpose of the objective assessment is to consider whether the concern is whistleblowing and therefore qualifies for protection or is of a significant nature for Mott MacDonald and thereafter to decide upon the nature of the case review to be conducted. Significant concerns include those that relate to misconduct or malpractice that have the potential for serious and or adverse consequences for Mott MacDonald in terms of criminal or civil liability, sanction by a customer, other stakeholder or regulator and media coverage or publicity which has the potential to result in significant reputational issues for or monetary claims against Mott MacDonald.

Concerns that are likely to be significant include but are not limited to:

- Fraud or financial impropriety including false accounting
- Bribery
- Money-laundering or corruption
- Misleading customers/clients/key stakeholders
- Any human rights abuse including modern slavery
- Safeguarding
- Data breaches

All concerns that either qualify for protection or are deemed significant must be forwarded to the Speak Up helpline at the earliest opportunity to ensure that the concern is addressed appropriately. The line manager or supporting function are responsible for ensuring that significant concerns and those qualifying for protection are escalated appropriately. For concerns that qualify for protection or are significant the Mott MacDonald Speak Up team will engage with line management and functional representatives to oversee the case review. Where an objective assessment concludes that a concern is neither significant nor qualifies for protection then the line manager should still conduct a case review and identify how best to address and resolve the concern.



### Case review

A case review must be conducted within 10 days of receipt of the Speak Up concern. A case review will have the relevant input based upon the content of the concern raised and where appropriate include consultation with appropriate functional and business representatives.

The case review will consider:

- Whether the concern alleges malpractice or misconduct including breaches of our Code. If not, then the case review should consider whether an alternative process is available to address the concern
- Whether the concern qualifies for protection or is significant – if so, escalate to the Speak Up helpline, (unless it has already been staffed via the helpline)
- Whether the concern needs to be investigated and by whom
- The nature of any investigation to be conducted and likely timeframe
- Whether enough information is available for the concern to be investigated
- Whether legal privilege should apply to the matter. Further guidance is available from local Legal teams
- The nature of any communication, reporting or escalation required to other stakeholders including the Mott MacDonald executive board, civilian authorities and the media
- Who will be responsible for maintaining appropriate communications with the individual raising the concern anyone implicated in the concern and other key stakeholders, both internal and external to Mott MacDonald

### Follow up and updates

An investigation should aim to be concluded within 30 days, however this will be dependent upon the nature and complexity of the concern raised. Where an investigation lasts longer the individual raising the concern should be provided with regular updates, usually every 28 days, or at key stages. For this reason, those speaking up should be encouraged to provide contact details.

Where circumstances permit, the individual raising the concern will be informed that the investigation has concluded either directly or through the Speak Up helpline. This will include an appropriate level of detail. Any information provided must be treated in the strictest confidence.

An investigation may stall or cease altogether where additional contact is required with the individual raising the concern, for example to acquire additional information, but no contact details have been provided. This can be the case where concerns are raised anonymously, and no contact details are provided. On occasion the individual raising the concern may agree to disclose their identity to the lead investigator or other member of the Speak Up team on a limited basis.

Where a concern is raised through the Speak Up helpline, either online or by phone, the individual raising the concern is provided with a case reference by the third-party provider (Navex Global) and asked to call back. In this way the investigation team can provide updates through Navex Global, who pass these on when the individual makes contact. In this way the anonymity of the individual raising the concern is protected.



### **Conducting an investigation**

The focus of any investigation is to establish the facts and will follow the process set out within STEP. All investigations must be conducted in a fair, reasonable and objective manner and will be conducted independently of those implicated, whilst maintaining confidentiality. The nature of any investigation will depend upon the complexity of the concern raised as well as the relevant jurisdiction. Investigations could be led by local management, a supporting function or trained investigator, where available. During an investigation no information will be disclosed that is likely to lead to the identification of the individual raising the concern without their consent. Once complete a record of the investigation should be completed. The investigator and case review team should capture any recommendations clearly and liaise with the relevant business leads and functions to identify appropriate follow up actions.

### **Action management**

Following the conclusion of the investigation actions should be agreed to address any wrongdoing or other findings, whilst preserving confidentiality. Action owners should be identified, and a timeline agreed for actions to be completed. Where misconduct or malpractice is found, including a breach of Our Code, appropriate steps should be taken with those involved, including use of the disciplinary procedure where appropriate. All actions should be managed to a close. A record of the investigation and outcomes will be stored securely.

### **Accessibility**

This instruction is available on the Mott MacDonald website at [www.mottmac.com](http://www.mottmac.com) as well as internally [here](#) and will be incorporated into training as appropriate. This policy will be reviewed on a regular basis.