

Cardno Limited Whistleblower Policy

1.0 Cardno's Commitment

This policy documents the commitment of senior management and the Board of Cardno ("the Company") to maintaining an open working environment in which employees and contractors ("staff") observe high standards of business and personal ethics in the conduct of their duties and responsibilities.

This Whistleblower Policy ("Policy") encourages staff to raise serious concerns confidentially, anonymously if they wish.

2.0 Scope

The Company's Code of Conduct ("the Code") requires all employees and representatives of the Company to practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

This policy details the rights of staff to disclose improper conduct confidentially, anonymously, in good faith and on reasonable grounds without the fear of reprisal or detrimental action.

Improper conduct includes:

- A breach of the Code
- A breach of the Company's approval practices and guidelines;
- Unethical conduct;
- Financial malpractice, impropriety or fraud;
- Contravention or suspected contravention of legal or regulatory provisions;
- Auditing non-disclosure or manipulation of any audit processes and;
- Any deliberate concealment relating to the above.

This policy applies to Cardno Limited and all its subsidiaries.

This policy should be read in conjunction with:

- Cardno's Code of Conduct
- Any other relevant policy

3.0 Guidelines

3.1 Making a Disclosure

The Company and its Code of Conduct encourages staff to address their questions, concerns, suggestions or complaints by initially discussing the matter with line management or alternatively, the appropriate departmental manager or trusted manager. However, should the staff member not feel comfortable in raising the issue in that way, the Company has alternative avenues for the raising and addressing of serious concerns (see 3.4 below).

3.2 To whom will disclosures under this Policy be made?

Disclosures under this Policy can be made to;

1. The Company Secretary

2. A manager or member of senior management
3. A member of the Board of Directors
4. Cardno's independent and confidential whistleblower service (STOPline)

Should a disclosure relate to a member of senior management, the Company Secretary will advise the Chairman of the Board. If it relates to the Chairman, the Chairperson of the Audit, Risk & Compliance Committee will be advised. If the Company Secretary, then the Managing Director is advised.

All disclosures under this policy will be treated in the strictest confidence.

3.3 What protection is available?

Where the staff member makes a disclosure in good faith and on reasonable grounds the Company will act in the best interest of a staff member to protect them from any victimisation, adverse reaction or intimidation and ensure they will not be disadvantaged in their employment with Cardno.

Where disclosures relate to breaches of the Corporations Act 2001 (Cmth), to invoke the legislated protection provisions, the complainant must identify themselves prior to making the disclosure. Under the legislation, the identity of the complainant can only be disclosed to ASIC, APRA, or the Australian Federal Police. The identity of the complainant can be provided to any other person or organisation only with the complainant's consent.

3.4 How to make a disclosure?

As per 3.2 above, the Company has several channels for making a disclosure. A complainant may;

- Raise the matter with your immediate supervisor or manager who is obligated to advise the Company Secretary.
- Make the disclosure to the Company Secretary who currently is Jeff Forbes.
 - Telephone: +61 7 3369 9822
 - Email; jeff.forbes@cardno.com.au
 - Mail: c/o Locked Bag 4006, Fortitude Valley, Queensland, Australia 4006
- Make a disclosure to a member of senior management or the Board
 - Refer to the Cardno internal directory
- Make a disclosure to STOPline (Cardno's independent and confidential whistleblower service)
 - Telephone: 1300 30 45 50 (in Australia)
 - Telephone: +61 3 9811 3275 (outside Australia – reverse charges)
 - Email: cardno@stopline.com.au
 - Mail: Cardno Limited c/o STOPline, Locked Bag 8, Hawthorn, Victoria Australia 3122

Disclosures can be made anonymously and all disclosures will be treated confidentially.

3.5 Will disclosures be investigated?

The Company will investigate all disclosures of improper conduct made under this policy as soon as possible after receipt of the disclosure. The investigation will be

conducted in a timely, thorough, confidential, objective and impartial manner recognising the principles of natural justice and best practice investigative techniques. Complainants, where possible, will be provided with feedback regarding the investigation's outcome.

The Company Secretary is responsible for determining the scope of, and resources applied to each investigation.

3.6 Responsibilities

3.6.1 Staff

Staff must:

- When making a disclosure under this policy ensure such are made in good faith and have reasonable grounds on which to base the allegation(s).
- Where such allegations relate to the Corporations Act 2001 and these whistleblower protection provisions are sought, then recognise that anonymity is not available.

3.6.2 Managers and senior management

Managers and senior management must:

- Ensure the appropriate consideration and confidentiality is applied to all disclosures under this policy.
- Promptly advise the Company Secretary of any disclosure.

3.6.3 Company Secretary

The Company Secretary is responsible for the administration of this policy. His responsibilities also include:

- Receive all disclosures from staff, management or the independent whistleblower service and acknowledge receipt with the complainant (if possible).
- Appropriately investigate all disclosures.
- Ensure the principles of natural justice are applied to the respondent(s) of any disclosure and investigation.
- Provide an Investigation report to the Managing Director and the Audit, Risk & Compliance Committee or as directed by the Chairman
- Report all disclosures to the Managing Director and the Audit, Risk & Compliance Committee or appropriate person as detailed in 3.2 above
- Provide quarterly consolidated reports relating to disclosures to the Audit, Risk & Compliance Committee.
- Review this policy in conjunction with the Operational Risk Management Committee

3.6.4 Audit and Risk Management Committee

The Audit and Risk Management Committee is responsible for;

- Receiving any notification and reports of disclosures as designated under this policy.
- Determining an appropriate response to the outcome of any investigation including issues involving accounting and auditing matters.
- Taking appropriate corrective action when applicable.