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Whistle-blower Policy

Document name	Whistle-blower Policy
Applicability	National
Authorisation	Board of Directors
Policy date	February 2020
Policy owner	Company Secretary

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1 Introduction

Alliance Aviation Services Limited and its wholly owned subsidiaries (together “Alliance” or “Group”) are committed to the highest standards of conduct and ethical behaviour in all of our business activities.

Alliance’s Code of Conduct and other policies have been developed to align with the Group’s values to ensure that we observe the highest standards of fair dealing, honesty and integrity in our business by promoting and supporting a culture of honest and ethical behaviour, corporate compliance and good corporate governance.

Our Whistle-blower Policy (this “Policy”) has been put in place to ensure employees and other Relevant Persons can raise concerns regarding any misconduct or improper state of affair or circumstances (including unethical, illegal, corrupt or other inappropriate conduct) without being subject to victimisation, harassment or discriminatory treatment.

2 Purpose

This policy aims to:

- encourage officers, employees, contractors and other Relevant Persons to ‘speak up’ and report where they suspect improper, fraudulent, unethical, undesirable or illegal conduct involving Alliance;
- ensure that officers, employees, contractors and other Relevant Persons can feel confident about raising concerns internally, by providing for a reporting and handling process that is objective and confidential;
- outline how the Group will respond to reports made under this Policy; and
- promote a ‘speak up’ culture by ensuring everyone is afforded protection and support mechanisms as outlined in the *Corporations Act* and the *Taxation Administration Act*.

3 Policy Application

This Policy applies to all people who work for or with Alliance including:

- Employees;
- Directors and other officers of the Group; and
- Contractors (including contractor’s employees)
- Consultants engaged by the Group
- Suppliers (including employees of suppliers)
- Clients (including employees of clients)
- Relatives, dependants and spouses

and associates of the individuals above. Those people are referred to in this Policy as “Relevant Persons”.

This policy applies to a disclosure which is made under this policy by a Relevant Person who has reasonable grounds to suspect that the information in their report indicates Potential Misconduct.

When a person makes a disclosure:

- Their identity must remain confidential according to their wishes;
- They will be protected from reprisal, discrimination, harassment or victimisation for making the disclosure;
- An independent internal inquiry or investigation will be conducted;

- Issues identified from the inquiry/investigation will be resolved and/or rectified;
- They will be informed about the outcome; and
- Any retaliation for having made the disclosure will be treated as serious wrongdoing under this Policy

If there is inconsistency between this Policy and the provisions of relevant legislation, the provisions of the relevant legislation will prevail to the extent of any inconsistency. This policy is available to all Relevant Persons of Alliance and can be located in the Corporate Governance section of our website at www.allianceairlines.com.au.

4 What is Potential Misconduct

“Potential Misconduct” is any suspected or actual misconduct or improper conduct which a Relevant Person may suspect on reasonable grounds has occurred or is occurring within Alliance.

Examples of Potential Misconduct include (this is not an exhaustive list):

- misconduct or an improper state of affairs or circumstances in relation to Alliance, including in relation to:
 - corporate governance
 - accounting or audit matters
 - tax affairs
 - substantial mismanagement of Alliance’s resources
- illegal conduct at Alliance such as fraud, corruption, bribery, insider trading, theft, violence, harassment or intimidation, criminal damage to property or other breaches of applicable laws;
- conduct that is contrary to, or a breach of, Alliances operational and corporate policies;
- conduct at Alliance that represents a danger to the public (including public health, safety or the environment);
- conduct at Alliance which amounts to an abuse of authority; or
- conduct which may cause financial loss to Alliance or damage to its reputation or be otherwise detrimental to Alliance’s interests.

5 Responsibility to report

Any matter that a Relevant Person has reasonable grounds to believe is Potential Misconduct should be reported in accordance with this Policy. Any personal work related grievances are excluded from this Policy and will be handled under Alliance’s Workplace Dispute Resolution Procedure.

An exception to this is where the issue of wrongdoing is of a serious nature, yet the existing reporting system failed to attend to the issue or has processed it in a substantially inappropriate, grossly unfair or heavily biased manner.

5.1 Whistle-blowers

Protection is available to Whistle-blowers who disclose Potential Misconduct that is made with reasonable grounds to believe it is true.

To ensure that all Relevant Persons are treated fairly and that resources are not wasted, protection is not available where the disclosure is:

- Trivial or vexatious in nature with no substance. This will be treated in the same manner as a false report and may itself constitute wrongdoing; and

- Unsubstantiated allegations which are found to have been made maliciously, or knowingly to be false. These will be viewed seriously and may be subject to disciplinary action that could include dismissal, termination of service or cessation of a service or client relationship.

A Whistle-blower must provide information to assist any inquiry/investigation of the Potential Misconduct disclosed.

Making a disclosure may not protect the Whistle-blower from the consequences flowing from involvement in the Potential Misconduct itself. A Relevant Persons liability for their own conduct is not affected by their report of that conduct under this policy. However active cooperation in the investigation, an admission and remorse may be taken into account when considering disciplinary or other action.

Even though a Whistle-blower may be implicated in Potential Misconduct they must not be subjected to any actual or threatened retaliatory action or victimisation in reprisal for making a report under this policy.

5.2 Whistle-blower Contact Officer

A Whistle-blower Contact Officer is a person named in Appendix 1 of this policy as such and is responsible for receiving whistle-blower disclosures of Potential Misconduct and overseeing resolution.

Whistle-blower Contact Officers must (after reasonable preliminary inquiry):

- If the Whistle-blower agrees appoint a Whistle-blower Protection Officer to provide support to the whistle-blower;
- Be satisfied that each disclosure of Potential Misconduct they received was appropriately inquired into or investigated;
- Be satisfied that action taken in response to the inquiry/investigation is appropriate to the circumstances; and
- Provide governance oversight over any inquiry/investigation into retaliatory action taken against the Whistle-blower.

Alternatively, if the disclosure contains allegations against any Alliance Executive or where the Whistle-blower has a reasonable belief that the Whistle-blower Contact Officer is not sufficiently independent a report may be made to a member of the Audit Committee whose details are shown in Appendix 1.

5.3 Whistle-blower Protection Officer

If the Whistle-blower wishes a Whistle-blower Protection Officer may be appointed who is an officer or senior manager of Alliance to support and provide protection to the Whistle-blower according to this policy.

The Whistle-blower Protection Officer must have a direct reporting line to a Member of the Senior Management Team from an area of Alliance that is independent of line management in the area that is the subject of the report of Potential Misconduct.

The Whistle-blower Protection Officer will provide mentoring and other support deemed necessary by the Whistle-blower Protection Officer.

The Whistle-blower Protection Officer is responsible for keeping the Whistle-blower informed of the progress and outcomes of the inquiry/investigation subject to considerations of privacy of those against whom a disclosure has been made.

5.4 Investigator

Alliance will investigate all matters reported under this policy as soon as practicable after the matter has been reported. The Investigator is appointed by the Whistle-blower Contact Officer and may be internal or external to Alliance.

The Investigator must have internal independence of line management in the area affected by the wrongdoing disclosure. The internal investigator may be external legal counsel, the Chief Executive Officer, General Manager - Human Resources, Company Secretary or a member of the Audit Committee.

The investigation will be conducted in an objective and fair manner, and as is reasonable and appropriate having regard to the nature of the disclosure and the circumstances. Where a report is submitted anonymously, Alliance will conduct the investigation and its enquiries based on the information provided to it. However, anonymity can sometimes prevent Alliance from taking the issue further if Alliance is not able to obtain further information from the source of the report.

The Investigator may second the expertise of other officers in Alliance to assist in the investigation and may seek the advice of internal or external experts as required.

5.5 Managers

All managers who receive disclosure about Potential Misconduct must notify a Whistle-blower Contact Officer immediately and provide particulars about the allegation and ensure that confidentiality is maintained at all times.

6 Policy Application

6.1 Reporting a Disclosure

Alliance has a user-friendly system that allows for Relevant Persons to make disclosures about Potential Misconduct. Whistle-blowers should make a report by following the instructions below.

6.1.1 Internal Whistle-blowers

(current or former Directors, officers, employees, contractors or consultants)

- Internal Whistle-blowers are encouraged to report their concerns to their supervisor or their supervisors' manager to seek an immediate response. Where the internal Whistle-blower believes this is not appropriate, then an alternative reporting mechanism is available.

6.1.2 External Whistle-blowers

(Clients, suppliers or relatives of employees of the Group)

- Where an external Whistle-blower is reluctant to report it to line management for fear of retribution, they can report their concerns to a higher level of management than the person in Alliance that they ordinarily deal with. There may be a simple explanation that they had not considered. Where this is not appropriate, an alternative reporting mechanism is available.

6.1.3 Alternative Reporting

Alternative reporting to normal channels are available where:

- The normal reporting channel is considered inappropriate to the circumstances;

- Alliance line management was notified but failed to deal with it; or
- The person or organisation disclosing wrongdoing is concerned about possible retaliation.

In any of these circumstances, an internal or external Whistle-blower may provide the report of wrongdoing directly to:

- The Whistle-blower Contact Officer who is Mr Marc Devine, Company Secretary of the Group. Mr Devine can be contacted in person, by telephone on +61 (7) 3212 1244, by email to whistleblower@allianceairlines.com.au or via post to PO Box 1126, Eagle Farm, QLD 4009;
- Mr Peter Housden, Chair of the Board Audit Committee, who can be contacted by telephone on +61 (7) 3212 1201, by email on audit@allianceairlines.com.au or via post to PO Box 1126, Eagle Farm, QLD 4009; or
- A person or entity who is eligible to receive the disclosure under the *Corporations Act 2001 (Cth)*.

6.1.4 Anonymous reporting

Anonymous reports of wrongdoing are accepted under this policy. Anonymous reports have significant limitations that may inhibit a proper and appropriate inquiry or investigation. These limitations include the inability to provide feedback on the outcome and/or to gather additional particulars to assist the inquiry/investigation. Specific protection mechanisms may be difficult to enforce if you choose to remain confidential.

6.2 Protection

Not all disclosures of Potential Misconduct are protected at law. To enhance Alliance's culture of 'speaking up', Alliance adopts the principle of providing protection to Relevant Parties who have a relationship with Alliance at least to the extent of protection at law.

6.3 Confidentiality

Alliance will not disclose a whistle-blower's identity unless:

- It is necessary to further an investigation and the Whistle-blower consents to the disclosure, and/or
- The disclosure is required or authorised by law.

When a report is investigated it may be necessary to reveal its substance to people such as other Group personnel, external persons involved in the investigation process and, in appropriate circumstances, law enforcement agencies.

It will be necessary to disclose the facts and substance of a report to a person who may be the subject of the report as it is essential for natural justice to prevail. Although confidentiality is maintained, in some circumstances, the source of the reported issue may be obvious to a person who is the subject of a report.

Alliance will take reasonable precautions to store any records relating to a report of wrongdoing securely and to restrict access to authorised persons only.

Unauthorised disclosure of information that could prejudice confidentiality and identify a whistle-blower will be regarded seriously and will result in disciplinary action and if illegal, Alliance will notify the relevant authorities.

6.4 Retaliation

Alliance will not tolerate any retaliatory action or threats of retaliatory action against a Whistle-blower, or against a Whistle-blower's colleagues, employer (if a contractor, consultant or supplier) or relatives.

For example, a Whistle-blower must not be disadvantaged or victimized for having made the report by:

- Dismissal or termination of services or supply
- Demotion
- Discrimination, victimization or harassment
- Current or future bias
- Threats of any of the above

Any such retaliatory action or victimisation in reprisal for a disclosure made under this policy will be treated as serious misconduct and will result in disciplinary action, which may include dismissal. In some circumstance it may be illegal; in which case Alliance will notify the relevant authorities.

6.5 Investigation

All reports of alleged or suspected wrongdoing made under this policy to a Whistle-blower Contact Officer will be properly assessed, and if appropriate, inquired into or independently investigated - with an objective of gathering evidence relating to the claims made by the Whistle-blower. That evidence may substantiate or refute the claims made.

Investigations must be conducted in a fair and independent manner.

6.6 Disclosure Management

Alliance recognises that individuals against whom a report is made must also be supported during the handling and investigation of the wrongdoing report. Alliance takes reasonable steps to treat fairly any person who is the subject of a report, particularly during the assessment and investigation process in accordance with an established support protocol which may be extended to include appointing an independent senior officer in Alliance to provide support. The Alliance employee assistance program will also be made available to affected employees.

Where a person is identified as being suspected of Potential Misconduct, but preliminary inquiries determines that the suspicion is baseless or unfounded and that no formal investigation is warranted, then the Whistle-blower will be informed of this outcome and the matter laid to rest.

The Whistleblowing Contact Officer will decide whether or not the person named in the allegation should be informed that a suspicion was raised and found to be baseless upon preliminary review. This decision will be based on a desire to preserve the integrity of a person so named, so as to enable workplace harmony to continue unfettered and to protect the Whistle-blower where it is a bona fide disclosure.

Where an investigation does not substantiate the report, the fact that the investigation has been carried out, the results of the investigation and the identity of the person who is the subject of the report must be handled confidentially.

Generally, where an investigation is conducted and the Investigator believes there may be a case for an individual to respond, the Investigator must ensure that a person who is the subject of a disclosure:

- Is informed of the substance of the allegations;
- Is given a fair and reasonable opportunity to answer the allegations before the investigation is finalised;
- Has their response set out fairly in the Investigator's report; and
- Is informed about the substance of any adverse conclusions in the investigator's report that affects them.

Where adverse conclusions are made in an Investigator's report about an individual, that individual has a right to respond to those conclusions prior to any action being taken by Alliance against them.

Alliance will give its full support to a person who is the subject of a report where the allegations contained in the report are clearly wrong.

7 Failure to comply

Any breach of this Policy may result in disciplinary action that could result in severance from Alliance.

8 Related Policies

Other organisational policies and procedures that should be read in conjunction with this Policy include:

- Code of Conduct
- Policy for dealing in securities
- Workplace dispute resolution procedure
- Conflicts of interest policy

Appendix 1

Whistle-blower Contact Officer

Marc Devine
Company Secretary & Chief Financial Officer
PO Box 1126, Eagle Farm, QLD 4009
Phone: +61 (7) 3212 1244
Email: whistleblower@allianceairlines.com.au

Alternative Reporting

Mr Peter Housden
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PO Box 1126, Eagle Farm, QLD 4009
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Email: audit@allianceairlines.com.au