

# Brambles

## Speak Up Policy

**Brambles Limited**

Revised: 1 July 2020

Version 3.0

## **SPEAK UP POLICY**

### **1. This Policy**

Brambles' Shared Values, set out in its Code of Conduct, provides all employees with a clear set of principles to use in their day-to-day working life. These principles include that we always act lawfully, ethically and with integrity and respect for the community and the environment. This means that each of us must be prepared to stand up and do what's right, even though it may be difficult.

The purpose of this Policy is to reinforce those principles and reaffirm Brambles' commitment to an open speaking up process in which employees are encouraged to raise any concerns of Wrongdoing they may have. In today's environment, employees remain Brambles' first and best line of defense to Wrongdoing; when employees detect and report Wrongdoing, Brambles can take prompt, corrective action to fix it. We recognize that the early detection and reporting of Wrongdoing depend on maintaining a culture of trust and integrity in which all employees:

- (a) Are encouraged to report potential Wrongdoing as soon as possible, knowing that their concerns will be taken seriously and that appropriate action will be taken;
- (b) Know and use the channels available to them to report concerns of Wrongdoing; and
- (c) Trust that the speaking up process is confidential and has no tolerance for victimisation, retaliation, retribution, or detrimental treatment of any kind.

### **2. What Activities Are Covered By This Policy?**

Subject to any applicable local law, this Policy covers employees who wish to disclose actual or planned misconduct or an improper state of affairs or circumstances at Brambles including any of its Group Companies ("Brambles"). In this Policy, these activities are called "**Wrongdoing**" and include, but not limited to

- (a) Criminal activity under any applicable law, including the laws of Australia;
- (b) Conduct that represents a danger to the public, including dangers to health and safety and damage to the environment resulting from the release of toxic substances or environmental waste or violation of applicable environmental law or regulation;
- (c) Questionable accounting, internal accounting or auditing mismanagement, including actual or threatened:
  - (i) Fraud or deliberate error in the preparation, evaluation, review or audit of any Brambles financial statement;
  - (ii) Fraud or deliberate error in the recording and maintaining of Brambles' financial records;
  - (iii) Deficiencies or noncompliance with Brambles' internal accounting controls;
  - (iv) Misrepresentations or false statements to or by senior officers or accountants regarding a matter contained in Brambles' financial records, financial reports, or audit reports;
  - (v) Deviation from full and fair reporting of Brambles' financial condition; or
  - (vi) Any other activity that might represent a danger to the financial system
- (d) Breaches or suspected breaches of applicable tax laws or misconduct in relation to Brambles' tax affairs;
- (e) Bribery or corruption;
- (f) Failure to comply with any legal or regulatory requirements not specifically mentioned above, including any laws administered by the Australian Securities and Investments Commission (**ASIC**);
- (g) Breach of Brambles' Code of Conduct or other policies or procedures;
- (h) The unauthorised disclosure of trade secrets or proprietary or confidential information;
- (i) Conduct likely to damage Brambles' reputation;
- (j) Victimisation, retaliation or retribution for reporting concerns of Wrongdoing or for providing any information

externally to a legal practitioner for the purpose of seeking advice or legal representation under any applicable whistleblower law or to any applicable regulator to assist it in the performance of its functions or duties under applicable law; or

(k) The deliberate concealment of any of the above.

If you have reasonable grounds to suspect that any Wrongdoing has happened or is likely to happen, you should report it under this Policy. The various ways you can do this are explained in section 4 below. If you are uncertain as to whether an activity is covered by this Policy, you should speak to your line manager or, if you would prefer, any member of the Legal Team.

In most cases, this Policy, and the reporting channels set forth in section 4 below, do not cover complaints relating to your own personal circumstances, such as the way you have been treated at work. Instead, in most cases, complaints about your own personal circumstances should be reported to your line manager or your human resources representative, who will take appropriate action. The confidentiality of any employee lodging an objectively reasonable complaint relating to their own personal circumstances will be respected, and no victimisation, retaliation or retribution will be tolerated.

### **3. Who Can Speak Up Under This Policy?**

This Policy and the procedures described in this Policy are available to every current and former officer, employee, or associate of Brambles and any party with whom Brambles has or had a business relationship (such as Brambles' customers, suppliers, contractors, agents, and distributors). This Policy and the procedures described in this Policy also apply to any relatives or dependents of any of the above, including a spouse, parent, or other linear ancestor, child, or grandchild and sibling, or to any other individual as prescribed by applicable law.

### **4. How To Raise A Concern**

We hope all employees will feel able to raise concerns about actual or possible Wrongdoing openly and, where they feel comfortable, directly with their line manager. Generally speaking, your line manager will be in a position to resolve a concern of Wrongdoing quickly. However, line managers are not the only option for raising concerns of Wrongdoing. Other channels include:

- The Head of Legal and Group Company Secretary;
- The Vice President and Regional General Counsel, EMEA;
- The Vice President and Regional General Counsel, Americas and Asia;
- The Chief Compliance Officer;
- Any member of Brambles' Internal Audit team; and
- Brambles' Speak Up hotline, which includes multiple channels for reporting. The Speak Up hotline allows for reports 24 hours a day, 7 days a week, through an independent, third party vendor. To raise a matter using a hotline, employees may go to [www.brambles.ethicspoint.com](http://www.brambles.ethicspoint.com), which provides a listing of country- or region-specific, local or toll-free telephone numbers or links to the available online reporting system.

In addition, there may be certain circumstances where individuals believe that they cannot communicate a concern of Wrongdoing using any of the channels listed above. In such a situation, that individual may communicate directly with the Chairman of the Board or the Chairman of the Audit Committee, who may be contacted by and through the Head of Legal and Group Company Secretary at GPO Box 4173, Sydney NSW 2001, Australia. Any communication to the Chairman of the Board or the Chairman of the Audit Committee should be clearly marked as an urgent matter and marked "Privileged and Confidential". Individuals also may communicate with Brambles' external auditors by contacting [ethics.helpline@au.pwc.com](mailto:ethics.helpline@au.pwc.com) or, for persons located in Australia, on 1800 487 878.

Regardless of the channel used, employees must report suspected or potential Wrongdoing of which they are aware as soon as practicable. Reporting Wrongdoing as soon as possible allows Brambles to undertake an investigation and remedy or eliminate it and to minimize any adverse consequences which may arise from it.

You may report suspected Wrongdoing anonymously in those countries where it is legally permissible. However, as it is much more difficult and often impossible to investigate suspicions which are reported anonymously, you are encouraged, but not required, to give your identity. Any reports made, whether anonymous or not, should include sufficient detail to allow Brambles to investigate the matter fully. For example, it is important to provide information about the names of the people allegedly involved in, or witness to, the incident(s), the dates and times of the incident(s) (approximate or exact), where the incident(s) occurred, and why the employee believes the incident(s) should be reported. Insufficient detail may prevent Brambles from addressing the matter appropriately.

Any employee who believes that he or she has been personally involved in Wrongdoing is expected to report such incident(s). Self-reporting will be considered when deciding whether or what disciplinary action may be appropriate.

The goal of this Policy is to provide an internal mechanism for reporting, investigating and remedying any Wrongdoing. Sometimes employees will have concerns that relate to the actions of a third party, such as a customer, supplier, or service provider. We strongly encourage you to report such concerns internally before raising them with any third party. You should utilize one of the channels for reporting set out above for guidance. Nothing in this Policy, however, prevents you from reporting Wrongdoing or providing information to, testifying or otherwise assisting ASIC, the Australian Tax Commission or any other applicable regulator performing its functions or duties consistent with or in relation to applicable law.

### **5. Confidentiality Is Respected**

If you report Wrongdoing in good faith under this Policy, your identity and , any information which is likely to lead to your identification will be kept in confidence and will be shared only on a "need-to-know" basis with those responsible for investigating or resolving the concern, with the understanding that all reasonable steps must be taken to reduce the risk of your identity being disclosed during the course of the investigation or its resolution.

### **6. No Victimisation**

We understand that employees are sometimes worried about possible repercussions associated with complaints of Wrongdoing. Please know that we encourage openness and will support any employee who has reasonable grounds to raise suspicions of Wrongdoing under this Policy (called a "**Protected Disclosure**"), even if they turn out to be mistaken.

We will not tolerate victimization, retaliation, retribution, or detrimental treatment of any kind as a result of any employee who makes a Protected Disclosure or participates in an investigation into a Protected Disclosure. Any employee found to have retaliated against another employee because they believe that the employee has made, may make, proposes to make, or could make a Protected Disclosure or has assisted, may assist, proposes to assist, or could assist in an investigation into a Protected Disclosure will be subject to appropriate discipline, up to and including the possible termination of employment. We interpret victimization, retaliation, or retribution broadly, and such detrimental treatment includes, amongst other things:

- Dismissal;
- Altering an employee's position to his or her disadvantage;
- Disciplinary action or other form of injury to an employee in his or her employment;
- Discrimination, harassment, intimidation, threats or other unfavorable treatment;
- Harm or injury to a person, including psychological harm or damage to a person's reputation; and
- Damage to a person's property, business, or financial position.

If you believe that you have suffered any such treatment, you should report your concerns using one of the reporting mechanisms identified in section 4 above immediately.

### **7. Investigative Process**

Once you have raised a concern, Brambles will evaluate it to determine the appropriate next steps.

In some cases, Brambles may appoint an internal or external investigator or team of investigators, including staff with relevant investigative experience or with special knowledge of the subject matter, to determine objectively what happened and whether such an occurrence violated Brambles Policy. No one will be judged to have engaged in Wrongdoing or misconduct until the investigation, if any, is complete and they have had a chance to respond to the allegations. All investigators will treat witnesses in a professional manner and with dignity and respect. At the conclusion of any investigation, the investigators may make recommendations for change to enable Brambles to minimise the risk of future Wrongdoing.

Brambles will aim to keep any employee who raises a concern of Wrongdoing informed of the progress of any investigation and its likely timetable for completion. However, sometimes the need for confidentiality and legal considerations may prevent us from giving the employee specific details of the investigation or any disciplinary action taken as a result.

It is a very serious matter to raise a concern which you know to be false, and if we determine that a false complaint has been made maliciously, and without reasonable grounds for doing so, we may conclude that such actions amount to gross misconduct, warranting discipline up to and including the possible termination of employment.

### **8. Cooperation**

All employees are expected to cooperate fully with any Brambles-designated investigators, providing complete and truthful information. Any employee who fails to cooperate with a Brambles investigation or lies to or misleads Brambles will be subject to disciplinary action up to and including termination of employment.

Employees who have been informed or become aware of ongoing investigations for which they have potentially relevant records (e.g. memoranda, electronic mail, instant messages, files, notes, photographs, and recordings, etc.) must retain these records and provide them to Brambles. Any employee who knowingly destroys or alters potentially relevant records or information will be subject to disciplinary action up to and including the possible termination of employment.

### **9. Maintenance Of This Policy**

This Policy will be made available internally to all employees through the Legal and Compliance Forum on Walter and externally to all individuals through the Brambles website at <https://www.brambles.com/corporate-governance-overview>. Additionally, hard copies of this Policy will be made available at every plant or service center owned or operated by Brambles. The manager of each such facility will be responsible for ensuring that the current form of this Policy is available in hard copy in a canteen, breakroom or any other location where other policies, procedures or manuals may be accessed freely.

### **10. Responsibility For The Success Of This Policy**

The Brambles Board has overall responsibility for this Policy and for reviewing the effectiveness of actions taken in response to concerns raised under this Policy. The Brambles Board Audit Committee has responsibility for:

- (a) the provision of appropriate protection against retaliation and retribution to the Brambles employees who make Protected Disclosures; and
- (b) the communication and compliance with this Policy throughout Brambles.

The Chief Compliance Officer has day-to-day operational responsibility for this Policy and should ensure that all managers and other staff who may deal with concerns or investigations under this Policy receive regular and appropriate training.

The Head of Legal, in conjunction with the Board, will review this Policy from a legal and operational perspective at least once a year. This Policy does not form a part of any employee's employment contract, or otherwise create one, and it may be amended from time to time.

All employees are responsible for the success of this Policy and should ensure that they use it to disclose any suspected Wrongdoing. Employees are invited to comment on this Policy and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to the Head of Legal.