

**Brookfield**

**WHISTLEBLOWING POLICY**

**March 2018**

## **Scope**

This Whistleblowing Policy (this “Policy”) applies to all directors, officers, employees and temporary workers (collectively, “you” or “Employees”) of Brookfield Asset Management Inc. and its wholly-owned subsidiaries (collectively, “Brookfield Asset Management”) and certain publicly-traded controlled affiliates (Brookfield Business Partners LP, Brookfield Infrastructure Partners LP, Brookfield Property Partners LP and Brookfield Renewable Partners LP) (“Controlled Affiliates,” and collectively with Brookfield Asset Management, “we,” “us,” “our,” “Brookfield” or the “Company”), unless such wholly-owned subsidiaries or Controlled Affiliates have adopted their own Whistleblowing Policy (or similar policy) that is consistent with the provisions of this Policy<sup>1</sup>.

All Employees are required to comply with applicable whistleblowing laws and with the whistleblowing provisions set out in the company’s Code of Business Conduct and Ethics (the “Code”). This Policy supplements the provisions set forth in the Code and is intended to raise awareness of our approach to whistleblowing among our Employees.

## **Purpose**

Brookfield is committed to providing a mechanism for Employees to report suspected wrongdoing or dangers in relation to Brookfield's activities and have those concerns addressed in a timely and confidential manner. In scenarios where one Employee suspects another Employee of wrongdoing, or has other concerns covered by Brookfield’s Code of Business Conduct and Ethics (the “Code”), that Employee should refer to this Policy and to the Code on the appropriate course of action.

## **Responsibilities**

All Employees are responsible for ensuring this Policy and the procedures set forth herein are used correctly, in line with the expectations of Brookfield and in compliance with applicable legislation.

## **Whistleblowing Procedure**

Brookfield is committed to conducting its business with honesty and integrity and all staff are expected to maintain high standards and act in accordance with the Code.

Whistleblowing is the reporting of suspected wrongdoing or dangers in relation to Brookfield's activities. This includes bribery, fraud or other criminal activity, miscarriages of justice, health and safety risks, damage to the environment and any breach of legal or professional obligations. It also includes any other matter detailed in the Code. Any suspected wrongdoing should be reported as soon as possible.

## ***How to raise a whistleblowing concern***

If an Employee has a whistleblowing concern, Brookfield hopes that in most cases they will feel able to raise those concerns with their supervisor. However, where they prefer not to raise it with their supervisor for any reason, they should contact the Human Resources (HR) Department. Brookfield will arrange a meeting with the Employee as soon as possible to discuss their concerns.

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<sup>1</sup> Where a wholly-owned subsidiary or Controlled Affiliate has adopted its own Whistleblowing Policy (or similar policy) that is consistent with the provisions of this Policy, that entity’s directors, officers and employees may follow their own policy, and the terms of this Policy are not applicable.

**Confidentiality**

Brookfield hopes that Employees will feel able to voice whistleblowing concerns openly under this policy. If Employees want to raise their concerns confidentially, Brookfield will make every effort to keep their identity secret and will only reveal it where necessary to those involved in investigating their concern.

Employees are not encouraged to make disclosures anonymously. Completely anonymous disclosures are difficult to investigate. It is also more difficult to establish whether any allegations are credible. Whistleblowers who are concerned about possible reprisals if their identity is revealed should speak to the HR Department and appropriate measures can be taken to preserve confidentiality.

If Employees only feel able to raise concerns on an anonymous basis, they should refer to the Code for details of the confidential Reporting Hotline.

**External Disclosures**

The aim of this Policy and the Code is to provide an internal mechanism for reporting, investigating and remedying any wrongdoing in the workplace. In most cases, Employees should not find it necessary to alert anyone externally.

The law recognizes that in some circumstances it may be appropriate for Employees to report their concerns to an external body such as a regulator. It will rarely, if ever, be appropriate to alert the media. Brookfield strongly encourages Employees to seek advice before reporting a concern to anyone external. Employees can contact Brookfield's Reporting Hotline.

**Zero Tolerance for Retaliation or Malicious Acts**

Employees who raise a whistleblowing concern or participate in good faith in any investigation must not suffer any form of retaliation or victimization as a result. Brookfield will treat very seriously any acts of victimization or retaliatory action taken against Employees who, in good faith, raise a whistleblowing concern and/or participate in a whistleblowing investigation. Victimization or retaliation in these circumstances may be unlawful and any Employee who is found to have violated this provision will be subjected to disciplinary action under Brookfield's disciplinary procedure, including but not limited to dismissal.

Employees who feel they are being or have been victimized or retaliated against should report this immediately to their supervisor or to the HR team. However, if a whistleblowing concern is found to have been deliberately falsified or made maliciously or in bad faith, the Employee concerned may be subjected to disciplinary action under Brookfield's disciplinary procedure, including but not limited to dismissal.

# ADDENDUM TO THE WHISTLEBLOWING POLICY FOR MULTIPLEX AUSTRALIA

Updated: November 2020

## 1. Purpose

In Australia, the Corporations Act 2001 (Cth) (the Act) and the Taxation Administration Act 1953 (Cth) provide additional protections for whistleblowers.

This addendum sets out the particular arrangements that apply to Multiplex Australasia Pty Limited (Multiplex) and its related entities. To the extent of any inconsistency between this Australian Addendum and the balance of Brookfield’s policy, this Addendum will apply.

The purpose of this addendum is to set out information about:

- a. the types of disclosures that qualify for protection;
- b. the protections available to whistleblowers;
- c. who disclosures can be made to and how they can be made;
- d. how Multiplex will support whistleblowers and protect them from detriment;
- e. how Multiplex will investigate disclosures;
- f. how Multiplex will ensure fair treatment of employees who are the subject of or are mentioned in disclosures; and
- g. how this policy is to be made available to officers and employees of Multiplex.

## 2. Who is an 'eligible whistleblower'?

The following persons are capable of being 'eligible whistleblowers' who can make a disclosure:

- a. an officer or employee of Multiplex;
- b. an individual who is an associate of Multiplex; and
- c. an individual who supplies goods or services to Multiplex (whether paid or unpaid) or an employee of a supplier (which may include, among others, contractors, consultants and service providers).

An 'eligible whistleblower' also includes an individual who previously held any of the above positions or functions or who is a relative of the individuals set out above or a dependant of one of those individuals or of the spouse of such an individual.

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### 3. How to make a disclosure

A “protected disclosure” must relate to “disclosable matters” and be made to “eligible” persons or organisations.

The type of information required for a disclosable matter and persons who are eligible recipients are outlined in the following table:

Information reported or disclosed	Authorised recipient of disclosed information
<p>Information about actual or suspected misconduct, or an improper state-of affairs or circumstances in relation to Multiplex or a related body corporate.</p> <p>Information that Multiplex or any officer or employee of Multiplex has engaged in conduct that:</p> <ul style="list-style-type: none"> <li>contravenes or constitutes an offence against the: <ul style="list-style-type: none"> <li>Corporations Act 2001 (Cth);</li> <li>Australian Securities and Investments Commission Act 2001 (Cth);</li> <li>and any instrument made under those Acts;</li> </ul> </li> <li>represents a danger to the public or the financial system; or</li> <li>constitutes an offence against any law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more.</li> </ul>	<ul style="list-style-type: none"> <li>A person authorised by Multiplex to receive protected disclosures under this policy. Multiplex has authorised the HR team and/or internal legal counsel.</li> <li>An officer or senior manager of Multiplex or of a related body corporate.</li> <li>An auditor, or a member of an audit team conducting an audit, of Multiplex or of a related body corporate.</li> <li>An actuary of Multiplex or of a related body corporate.</li> <li>ASIC or APRA.</li> <li>A legal practitioner in some cases.</li> </ul>

There are two additional categories of disclosures:

- 'public interest disclosures'; and
- 'emergency disclosures'.

These disclosures can be made to journalists and members of Parliament, but only if the eligible whistleblower complies with the specific requirements under the Act.

If Employees only feel able to raise concerns on an anonymous basis, they can report via the Reporting Hotline. Contact details for the Reporting Hotline are below:

<b>Australia:</b> 1800 870 742	<b>India:</b> 00 800 9190 946
<b>Europe:</b> 0800 048 8360	<b>Canada:</b> 1-833-753-0830 (English)
<b>Canada:</b> 1-855-350-9393 (French)	<b>UAE (Arabic &amp; English):</b> 800 0320129
<b>Qatar:</b> From an outside line contact your local operator. Request a reverse charge or collect call to be placed to the United States, to the number 704-526-1129. All reverse charge or collect calls will be accepted by the Contact Center using an automated English message	

### 4. Personal grievances are not 'protected disclosures'

Personal work-related grievances are not protected disclosures under the law. For the avoidance of doubt, neither the Act nor the policy covers disclosures about something in relation to your current or former employment or engagement that has implications for you personally. For example, a conflict between the discloser and an employee, a decision relating to the engagement, transfer or promotion of the discloser or a decision relating to the termination of the discloser’s engagement.

If you have an issue that is not a “protected disclosure”, a potential violation of the Code of Business Conduct and Ethics (Code), or any matters relating to the suspected wrongdoing or dangers to Multiplex’s activities, you should refer to the relevant Human Resources policies and/or the ethics hotline.

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## 5. Confidentiality

The priority at Multiplex is to protect people who make a “protected disclosure”, disclose potential violations of the Code or matters relating to the suspected wrongdoing or dangers to Multiplex’s activities. If you make a disclosure, your identity (and any information that we have because of your disclosure that someone could likely use to work out your identity) will only be disclosed if:

- you give your consent to Multiplex to disclose that information;
- the disclosure is made to ASIC, APRA, the AFP or the Commissioner of Taxation (in relation to tax matters);
- the disclosure is allowed or required by law (for example, the disclosure by Multiplex to a lawyer in order to get legal advice); or
- in the case of information likely to identify you, it is reasonably necessary to disclose the information for the purposes of an investigation, but all reasonable steps are taken to prevent someone from working out your identity.

For the avoidance of doubt, all disclosures which are made and recorded by your supervisor, HR Department, internal legal counsel or other personnel granted the authorisation to receive permitted disclosures, will be kept confidential and the person receiving your disclosure will seek your consent before recording your name.

The information which is recorded including, any report filed with internal audit, will be kept confidential and can only be accessed by the person receiving the disclosure and any person appointed to investigate the disclosure, who will use that information to determine the appropriate response to disclosures made and to inform any investigation commenced.

## 6. Response by Multiplex to a disclosure

Disclosures made by you under this policy will be received and treated sensitively and seriously and will be dealt with promptly and objectively.

The party receiving the disclosure will keep in contact with disclosers until the matter is resolved by Multiplex. If appropriate, disclosers may be advised how Multiplex has decided to respond to their disclosure, including whether an investigation will be conducted. This may not occur until after an investigation has been concluded. However, it may not always be appropriate to provide disclosers with this information and may not be possible unless contact details are provided when a disclosure is made.

### Investigation into a disclosure

While making a disclosure does not guarantee that the disclosure will be formally investigated, all reports will be assessed and considered by Multiplex and a decision made as to whether they should be formally investigated or internally resolved. Multiplex’s response to a disclosure will vary depending on the nature of the disclosure (including the amount of information provided).

Any investigations commenced will be conducted in a timely manner (as appropriate in the circumstances) and will be independent from any persons to whom the disclosure relates. For the avoidance of doubt, all investigations will be conducted independently. Investigations will generally be overseen by Multiplex. Other people, including employees or external advisers, may also be asked to assist or run the investigation.

All employees and contractors must cooperate fully with any investigations.

Unless there are confidentiality or other reasons not to do so, persons to whom the disclosure relates will be informed of the allegation at an appropriate time and will be given a chance to respond to the allegations made against them.

If a disclosure is formally investigated, the results of any investigation will be recorded in writing in a formal internal report that will be confidential and is the property of Multiplex. The outcome of any investigation will be reported to the Australian Executive Group of Multiplex, or a committee thereof.

If appropriate, disclosers may be informed of the investigation outcome. However, it may not always be appropriate to provide disclosers with this information. If appropriate, the persons to whom the disclosure relates may also be informed of the findings of any investigation. However, the formal report recording the results of an investigation will not be provided to a discloser or any other person subject to investigation.

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## 7. Specific protections and remedies

If you make a “protected disclosure”, the law provides:

- you are not subject to any civil, criminal or administrative liability for making the disclosure;
- no contractual or other remedy may be enforced or exercised against you on the basis of the disclosure; and
- in some circumstances (e.g. if the disclosure has been made to a regulator), the information you provide is not admissible in evidence against you in criminal proceedings or in proceedings for the imposition of a penalty, other than proceedings in respect of the falsity of the information.

Additional legislative protections and remedies may also be available, including but not limited to:

- compensation for loss, damage or injury suffered as a result of detrimental conduct;
- an injunction to prevent, stop or remedy the effects of the detrimental conduct;
- an order requiring an apology for engaging in the detrimental conduct;
- if the detrimental conduct wholly or partly resulted in the termination of an employee's employment, reinstatement of their position; and
- any other order the court thinks appropriate.

### Detriments and threats of detriment prohibited

In addition to the above and the protections set out under the policy, below are further protections which are provided to disclosers who make a “protected disclosure”.

No person may victimise or cause detriment to someone (or threaten to do so) because of a suspicion that any person has, will or could make a disclosure. For example, victimisation could include doing or threatening to do something that amounts to:

- discrimination, detriment or damage to a person's reputation;
- harassment, intimidation or retaliation; or
- a demotion or dismissal.

### Fair treatment and support

Multiplex is also committed to making sure that you are treated fairly and do not suffer detriment because you have made a “protected disclosure”, a disclosure about potential violations of the Code or matters relating to the suspected wrongdoing or dangers to / Multiplex's activities.

The protections offered will be determined by Multiplex and depend on things such as the matter reported and the people involved. Protections may include the following, in Multiplex's discretion:

- monitoring and managing the behaviour of other employees;
- relocating individuals (which may include the people alleged to have been involved in the “malpractice”) to a different division, group or office;
- offering you a leave of absence or flexible workplace arrangements while a matter is investigated;
- a discloser who is a current or former employee may access the Employee Assistance Program and may also request additional support from Multiplex (such as counselling or other support services); and/or
- rectifying any detriment that you have suffered.

Multiplex will look for ways to support all people who make a disclosure, but it will of course not be able to provide non-employees with the same type and level of support that it provides to employees. Where this Policy cannot be applied to non-employees (for example, because Multiplex cannot itself offer flexible workplace arrangements to a supplier), Multiplex will still seek to offer as much support as practicable.

For the avoidance of doubt, Multiplex will at all times be able to raise and address with the discloser matters that arise in the ordinary course of their employment or engagement with Multiplex (for example, any separate performance or misconduct concerns).

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## 8. Vexatious or false disclosures

An eligible whistleblower will only be protected if they have objectively reasonable grounds to suspect that the information that they disclose concerns misconduct or an improper state of affairs or circumstances or other conduct falling within the scope of the Act or the Taxation Administration Act.

The protections under the Act, the Taxation Administration Act and this policy will not extend to vexatious or deliberately false complaints. If any investigation of a disclosure demonstrates that it was not made on objectively reasonable grounds, it will not be protected.

Depending on the circumstances, it may be appropriate for Multiplex to take disciplinary action against any person who does not have objectively reasonable grounds for their disclosure. Such action may include the termination of employment.

## 9. Availability of policy

Multiplex will seek to ensure that employees (including new employees) are informed about and understand this policy. Each employee will receive a copy of this policy and be provided with training about the policy and their rights and obligations under it.

For the avoidance of doubt, this policy does not form part of any terms of employment or engagement and Multiplex may change, apply or withdraw this policy in its discretion.

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