

1. Purpose

Whistleblowing is the reporting of wrongdoing, such as illegal activities.

The purpose of this Policy is to provide the framework for reporting such matters where they involve Landbridge Infrastructure Australia Pty Ltd (**Landbridge**), without fear of disadvantage or reprisal.

By providing this framework, Landbridge hopes to encourage its stakeholders to raise concerns where there are reasonable grounds to suspect that there has been or could be illegal, fraudulent or unethical conduct related to Landbridge's operations.

This Policy supports our commitment to act honestly and ethically by helping us to identify wrongdoing that may not be uncovered unless there is a safe way to notify it.

2. Scope

This Policy sets out:

- how to notify suspected or actual misconduct – see Sections 3 to 5
- the process that is followed if a notification is received – see Section 6
- the protections that will be provided if a notification is made in accordance with this Policy – see Section 7

Bold terms in this Policy have special meanings and you should seek assistance from the Company Secretary if you do not understand them or if require further explanation on any aspect of this Policy.

3. Who does this Policy apply to?

A person who qualifies for the protections set out in Section 7 is called a **Protected Person** in this Policy.

The following people can be Protected Persons under this Policy:

- current and former directors, officers and employees of Landbridge
- current and former contractors and suppliers of Landbridge
- a spouse, partner, relative or dependent of anyone in the previous categories

To be a Protected Person, a notification of suspected or observed misconduct by one of these people must also meet the requirements described in Sections 4 and 5 of this Policy.

4. What conduct may be reported?

Conduct which may be reported under this Policy is misconduct involving Landbridge or an improper state of affairs or circumstances relating to Landbridge. In this Policy, we refer to this as **Misconduct**.

Misconduct includes:

- dishonest, fraudulent or corrupt conduct, including offering or receiving bribes or facilitation payments
- illegal activity (such as theft, drug sales or use and violence or threatened violence)
- conduct that poses an unacceptable risk to health, safety or the environment or breaches a law or approval relating to health, safety or the environment

- conduct that represents a danger to the public or the financial system

Misconduct also includes conduct that is an offence under the *Corporations Act* or certain other laws specified in Section 1317AA of the *Corporations Act* or is an offence under another law that is punishable by imprisonment for a period of 12 months or longer.

Importantly, if you report conduct which is not Misconduct, you will not be a Protected Person and you will not qualify for the protections set out in this Policy.

Personal work-related grievances

A ***personal work-related grievance*** is generally not Misconduct. These are matters that relate to your personal employment that do not have other significant implications for Landbridge. Examples of personal work-related grievances include interpersonal conflicts and decisions about the terms of your employment, a transfer, a promotion or disciplinary action.

The reporting of personal work-related grievances will qualify for protection under this Policy where:

- the information reported includes both Misconduct and a personal work-related grievance
- the personal work-related grievance is actual or threatened detriment for reporting Misconduct

Even if not covered by this Policy, individuals who wish to raise a personal work-related grievance should still do so in accordance with the grievance procedures in the Workplace Policy or by raising the matter with HR or their manager.

Reasonable Grounds to Suspect

To qualify for the protections in Section 7 of this Policy, you must have ***reasonable grounds to suspect*** that Misconduct has occurred or will occur. This means that there must be a proper basis to support your report that there has been or will be Misconduct relating to Landbridge.

This does not mean that you have to prove that your information is correct. There will be no adverse consequences if your information turns out to be incorrect, unless you have made a report that you know is untrue. Making a report that you know is false is considered a serious matter and is likely to result in disciplinary action.

5. Making a Protected Disclosure

Who can I report Misconduct to?

Reports of Misconduct must be made to certain people for the protections in Section 7 to apply. In this Policy, those people are referred to as **Eligible Recipients**.

Importantly, if you report Misconduct to someone who is not an Eligible Recipient, you will not be a Protected Person and you will not qualify for the protections set out in this Policy.

The Eligible Recipients are:

- a member of Landbridge's Whistleblower Reporting Panel (see below)
- a director or company secretary of Landbridge or its related companies
- Landbridge's auditor, PricewaterhouseCoopers, or a member of PricewaterhouseCoopers' team conducting an audit
- the Australian Securities and Investments Commission (**ASIC**) or the Australian Prudential Regulation Authority (**APRA**)



Reports of Misconduct that are made to a lawyer for the purpose of obtaining legal advice or legal representation in relation to the whistleblower provisions in the *Corporations Act* also attract the protections in Section 7 of this Policy.

Annexure B to this Policy sets out the circumstances in which reports of Misconduct can be made to a journalist or a member of parliament and be eligible for the protections set out in Section 7.

Whistleblower Reporting Panel

To ensure that reports of Misconduct made directly to Landbridge can be appropriately escalated and investigated, Landbridge has established a Whistleblower Reporting Panel to receive reports of Misconduct. The Whistleblower Reporting Panel is:

- Company Secretary – Amy Hoban
- Director – Ben Cheng

Reports can be made verbally (including by phone), by email or in writing to any member of the Whistleblower Reporting Panel. Reports can be made at any time, including out of hours.

Reports can also be made to the Company Secretary through the following contact details:

Email	whistleblower@landbridgegroup.com.au
Telephone	+61 (0)7 3020 0930
Post	Attention: Company Secretary Level 11, 175 Eagle Street Brisbane QLD 4000

Making an anonymous report

Misconduct can be reported anonymously to an Eligible Recipient and qualify for the protections set out in Section 7 of this Policy.

We will not investigate the identity of a person who makes an anonymous report of Misconduct, unless the report was false and we suspect that the person making the report knew it was false.

If you are making an anonymous report of Misconduct, you are requested to expressly state that in your report. If you do not do so, your report will still be considered to be from an anonymous source if it is from an email that does not identify the sender or is sent in writing without identifying the sender.

Anonymous reports of Misconduct may limit our ability to investigate the matter reported. Accordingly, we encourage people making a report to provide contact details to assist in investigating the matter reported.

6. What happens when a report is made?

Initial Assessment

After receiving a report relating to Misconduct, an Eligible Recipient is responsible for:

- assessing whether the report qualifies for protection under this Policy
- assessing whether an investigation is required into the Misconduct reported

The Eligible Recipient may seek advice from the Company Secretary or a lawyer to assist with determining these matters.

If contact details have been provided, the person making the report will be advised by the Eligible Recipient of the decision reached on these matters.

Investigation

The scope and nature of any investigation will depend on the Misconduct reported and will be determined by the Eligible Recipient in consultation with the Company Secretary (where appropriate) and/or another member of the Whistleblower Reporting Panel (including where it is not appropriate for the Company Secretary to be consulted).

Documents received and records created in the course of an investigation will be kept confidential and stored in a secure directory. Those documents and records may need to be disclosed where we are required to do so by law or in the following circumstances, provided that the protections in Section 7 of this Policy are met (e.g. the identity of the person making the report must be protected unless that person has given their consent):

- where considered appropriate for the conduct of the investigation
- for reporting on the outcome of the investigation, including reporting to the Board where appropriate

If contact details have been provided, the person making the report will be provided with regular updates on the investigation. The frequency and content of those updates will vary depending on the matter reported and the extent of the investigation.

People a report is made about

If a report of Misconduct is made about you or you are involved or implicated in a report or an investigation, we are committed to treating you fairly in any investigation of the matter. This includes:

- dealing with reports of Misconduct on a confidential basis
- advising you about the matters that have been reported as and when required by principles of procedural fairness to ensure that you have an opportunity to respond to the matters raised

Conclusion of an investigation

The person responsible for undertaking the investigation will prepare a report of their findings, including any recommended actions coming out of the investigation. The report will be provided to the Whistleblower Reporting Panel. The report and/or the findings and recommended actions, may also be provided to the Board of Landbridge.

Where it is appropriate to do so and contact details have been provided, the person who made the report of Misconduct will be provided with information about the outcome of the investigation. However, there are a number of circumstances in which it may not be appropriate to do so, for example where the outcome involves information of a personal or sensitive nature relating to the employment of someone other than the person who made the report.

7. Protections

A Protected Person is entitled to the protections described in this Section 7 where they have reasonable grounds to suspect that Misconduct has or will occur and they report that Misconduct to an Eligible Recipient.

These protections also apply to Disclosable Tax Matters. Annexure A explains when these apply.

Identity Protection

No one may disclose the identity of a Protected Person or information that is likely to identify a Protected Person without the Protected Person's consent.

There are some limited exceptions to this protection:

- Information may be disclosed that leads to the identification of the Protected Person if it is reasonably necessary to investigate the matter reported by the Protected Person and all reasonable steps are taken to reduce the risk that the Protected Person will be identified.
- The identity of or information likely to identify a Protected Person may be disclosed to:
 - ASIC, APRA or a member of the Australian Federal Police
 - A legal practitioner to the extent required to obtain legal advice or legal representation in respect of the application of the whistleblower regime under the *Corporations Act*

Some examples of steps we will take to protect the identity of a Protected Person are:

- We will remove personal information from documentation that is created as part of an investigation and refer to a Protected Person in a gender neutral context in such documentation
- Where contact details have been provided, we will discuss with the Protected Person any concerns that we have about information that we believe needs to be disclosed as part of an investigation that may lead to that Protected Person's identity becoming known

If a Protected Person believes that their identity has been disclosed or information that is likely to identify them has been disclosed without their consent, they can make a complaint to the Company Secretary at the details mentioned above or, if the complaint relates to the Company Secretary, by contacting another member of the Whistleblower Reporting Panel.

A discloser may also lodge a complaint with a regulator, such as ASIC or APRA, if they believe that there has been a breach.

Protection from detrimental acts or omissions

No detrimental action may be taken or threatened against:

- a Protected Person because they have reported to an Eligible Recipient that they have reasonable grounds to suspect that there has been or will be Misconduct
- anyone because of a belief that the person has made or may make a report of Misconduct to an Eligible Recipient.

Examples of detrimental action include dismissal, demotion, harassment, intimidation, discrimination, damage to a person's property or reputation and physical or psychological harm.

Landbridge will take steps in consultation with a Protected Person to minimize the risk that detrimental action will be taken, including changing working arrangements where it is considered appropriate.

If you believe that detrimental action has been taken against you in these circumstances, you should immediately inform the Company Secretary (where appropriate) or another member of the Whistleblower Reporting Panel (where it is not appropriate for the Company Secretary to be informed).

Note that detrimental action does not include performance management for unsatisfactory work performance, unless it is linked to making a report of Misconduct or the belief that a report of Misconduct has been or will be made.

Compensation and Other Remedies

A Protected Person may be entitled to compensation or other remedies under the Corporations Act if they suffer harm or loss as a result of detrimental action that is taken or threatened against them for reporting Misconduct to an Eligible Recipient.

A person (whether or not a Protected Person) may also be entitled to compensation or other remedies under the Corporations Act if they suffer harm or loss as a result of detrimental action that is taken or threatened against them due to a belief or suspicion that the person has made or may make a report of Misconduct to an Eligible Recipient.

Civil, criminal and administrative liability protection

A Protected Person will not have any civil, criminal or administrative liability for reporting Misconduct to an Eligible Recipient. For example, this means that:

- no claim can be brought against the Protected Person for breach of contract or breach of confidentiality for reporting Misconduct
- no criminal prosecution can be brought against the Protected Person for reporting Misconduct
- no disciplinary action can be taken against the Protected Person for reporting Misconduct

This protection only applies to liability related to the reporting of the Misconduct. If the Misconduct reported includes information that the Protected Person has engaged in conduct that is illegal, breaches a contract or gives rise to some other liability or should result in disciplinary action, this protection does not apply to that conduct.

8. Policy management

Adoption

This Policy was adopted by the Board on 19 January 2023 and takes effect from that date. The Board will review this Policy at least once every two years.

Updates to this Policy

This Policy may only be amended with the approval of the Board, other than administrative details which may be updated by the Company Secretary as appropriate.

Availability

This Policy is available on the Company's intranet and on its website.

ANNEXURE A –DISCLOSABLE TAX MATTERS

The *Taxation Administration Act* provides protections in relation to the reporting of concerns relating to Landbridge’s tax affairs.

The protections apply to any of the following people who make a report about a **Disclosable Tax Matter** to an **Eligible Tax Disclosure Recipient**:

- current and former directors, officers and employees of Landbridge
- current and former contractors and suppliers of Landbridge
- a spouse, partner, relative or dependent of anyone in the previous categories

Disclosable Tax Matters are:

- information that is disclosed to the Commissioner of Taxation that a person considers may assist the Commissioner to perform their functions under taxation laws in relation to Landbridge
- information that is disclosed to an Eligible Tax Disclosure Recipient that meets both of the following requirements:
 - a person has reasonable grounds to suspect indicates misconduct or an improper state of affairs or circumstances in relation to the tax affairs of Landbridge
 - that person considers may assist the Eligible Tax Disclosure Recipient to perform their functions under taxation laws in relation to Landbridge

Eligible Tax Disclosure Recipients are:

- a member of Landbridge’s Whistleblower Reporting Panel (see Section 5 above)
- a director or company secretary of Landbridge or its related companies
- Landbridge’s auditor, PricewaterhouseCoopers, or a member of PricewaterhouseCoopers’ team conducting an audit
- a registered tax agent or BAS agent who provides tax agent services or BAS services to the Company
- an employee or officer of Landbridge who has functions or duties that relate to the tax affairs of Landbridge

If these conditions are met, the protections described in Section 7 of this Policy will apply to the person who reported the information.

In addition, if the information was reported to the Commissioner of Taxation as described above, the information is not admissible in evidence against the whistleblower in criminal proceedings or in proceedings for the imposition of a penalty, other than proceedings in respect of the falsity of the information reported.

ANNEXURE B – EMERGENCY & PUBLIC INTEREST DISCLOSURES

Where a person set out in Section 2 of this Policy makes a valid **Public Interest Disclosure** or an **Emergency Disclosure** that disclosure will qualify for protection under the Corporations Act.

Before making a disclosure under this Annexure, disclosers should ensure that they clearly understand the criteria for making a valid Public Interest Disclosure or an Emergency Disclosure because they will not qualify for protection if the criteria are not met. Disclosers should also consider contacting an independent legal adviser to ensure that the criteria are met.

A **Public Interest Disclosure** is the disclosure of information to a journalist or a member of the Commonwealth parliament or a State parliament, where all of the following criteria are satisfied:

- At least 90 days have passed since the person reported information that qualifies for protection under Part 9.4AAA of the Corporations Act to ASIC, APRA or another Commonwealth body prescribed by regulation
- The person does not have reasonable grounds to believe that action is being, or has been taken, to address the information reported
- The person has reasonable grounds to believe that making a further disclosure of information is in the public interest
- Before disclosing the information to a journalist or member parliament, the person has given written notice to the body to whom the previous report was made that includes sufficient information to identify the previous disclosure and states that the discloser intends to make a public interest disclosure
- the extent of the information disclosed is no greater than is necessary to inform the journalist or member of parliament of the misconduct

An **Emergency Disclosure** is the disclosure of information to a journalist or a member of the Commonwealth parliament or a State parliament, where all of the following criteria are satisfied:

- The person reported information that qualifies for protection under Part 9.4AAA of the Corporations Act to ASIC, APRA or another Commonwealth body prescribed by regulation
- The person 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
- Before making the emergency disclosure, the person has given written notice to the body to whom the previous disclosure was made that includes sufficient information to identify the previous disclosure and states that the discloser intends to make an emergency disclosure
- The extent of the information disclosed is no greater than is necessary to inform the journalist or member of parliament of the substantial and imminent danger

In this Annexure, a **journalist** means person who is working in a professional capacity as a journalist for any of the following:

- a newspaper or magazine
- a radio or television broadcasting service

- an electronic service (including a service provided through the internet) that is operated on a commercial basis and is similar to a newspaper, magazine or radio or television broadcast