

# Northrop Grumman Australia Pty Ltd

## Whistleblower Policy

Section 1317AI of the Corporations Act 2001 (Cth)

### Scope and Purpose

Consistent with Northrop Grumman's values and its commitment to acting in accordance with the highest standards of integrity and applicable laws, Northrop Grumman Australia Pty Ltd and each of its subsidiaries (collectively, **NGAPL**) actively encourages and expects open, honest communications and reporting about actual or potential misconduct or other suspected wrongdoing without fear of retaliation.

The purpose of this policy is to provide persons referred to in this policy as **Eligible Reporters** (as defined below) with the means to raise concerns, based on reasonable grounds, regarding matters known as **Disclosable Matters**, freely and without fear of detriment, consistent with NGAPL's obligations<sup>1</sup> under Australian law as explained in this policy.

This policy is in addition to Northrop Grumman's well-established and robust global policies, procedures and processes with respect to the reporting and management of suspected violations, misconduct or ethical concerns. This policy also utilises Northrop Grumman's global OpenLine reporting system that is available 24 hours a day, seven days a week. Importantly, Eligible Reporters who wish to avail themselves of protections available under Australian law with respect to reports of Disclosable Matters should take care to report their concerns in accordance with this policy.

### Application of this Policy

This policy provides a summary of protections available to Eligible Reporters who report a Disclosable Matter under the *Corporations Act 2001* (Cth) or the *Taxation Administration Act 1953* (Cth) to an **Eligible Recipient** (as defined below) (the "Acts").

An **Eligible Reporter (hereinafter "Reporter")** is an individual who is or has in the past been:

- An employee (whether permanent, part time, fixed term or temporary), officer or associate<sup>2</sup> of NGAPL;
- A supplier (or an employee of a supplier) of goods or services to NGAPL whether paid or unpaid, including contractors or consultants; or
- A relative or dependent of any of the above, including spouses and their dependents.

A **Disclosable Matter** is information a Reporter has reasonable grounds to suspect:

- Concerns misconduct or an improper state of affairs or circumstances in relation to NGAPL. This could include conduct that is corrupt, a contravention of law or which indicates systemic issues at NGAPL;
- That NGAPL (or any officer or employee of NGAPL) has engaged in conduct that constitutes an offence against the Acts or other specified acts or any other law of the Commonwealth that is punishable by imprisonment of 12 months or more; or conduct that represents a danger to the public or the Australian financial system; or
- That an improper state of affairs or circumstances in relation to the tax affairs of NGAPL or any associated and controlling corporate entity of NGAPL.

**Disclosable Matters** do not generally include information relating to personal work-related grievances. For example, information relating to an interpersonal conflict between the Reporter and another employee; or which concern a grievance about the Reporter's employment that has implications for the Reporter personally, would not be considered Disclosable Matters covered by this policy. Employees are strongly encouraged to speak to their managers or Human Resources Department representative with these types of concerns.

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<sup>1</sup> Sect. 1317AAE (Confidentiality of the whistleblower's identity), Sect. 1317AB (Disclosure that qualifies for protection not actionable), Sect. 1317AC (Victimisation prohibited) Corporations Act 2001; Sect. 14ZZW (Confidentiality of whistleblower's identity), Sect. 14ZZX (Disclosure that qualifies for protection not actionable), Sect. 14ZZY (Victimisation prohibited), Taxation Administration Act 1953 (Cth).

<sup>2</sup> Sect 11 Corporations Act 2001 – an 'associate' of a body corporate includes a reference to: (a) a director or secretary of the body; (b) a related body corporate; and (c) a director or secretary of a related body corporate.

## Responsibility to Report

Reporters are strongly encouraged, and employees have the responsibility to report any known or suspected incidences of Disclosable Matters.

## Making a Report

Reports by Reporters can be made on an anonymous or open basis. However, it is often more difficult for NGAPL thoroughly to investigate and take appropriate remedial action when it receives an anonymous report.

Reports of Disclosable Matters qualify for protection under this policy only when made to an Eligible Recipient.

Eligible Recipients for the purposes of this policy include:

- NGAPL's Reporter Protection Officer (**RPO**) – who may be contacted as shown below; or
- The Northrop Grumman OpenLine, which can be reached through a toll-free telephone number or by using the web-reporting site shown below.

The RPO and the OpenLine administrators (internal and external) have been authorised by NGAPL to receive reports under this policy.

Reporters are encouraged to report Disclosable Matters to either the OpenLine or the RPO in the first instance. This assists NGAPL in addressing reports in an appropriate manner in accordance with this policy and applicable laws.

Reports of Disclosable Matters may also be made in person, by phone, by email or otherwise in writing to any of the following persons who also qualify as Eligible Recipients at Law:

- Any corporate officer, including directors or the company secretary of NGAPL
- Senior managers of NGAPL - Director, Australian Intelligence and Cyber Solutions; or Director, Aircraft Modernisation & Sustainment
- NGAPL auditors, Deloitte, including members of the Deloitte audit team;
- NGAPL's Tax Agent, BDO Australia, in relation to the tax affairs of NGAPL.

Reports of Disclosable Matters may also be protected (see "Commitment to Protecting Reporters" below) when made to the Australian Securities and Investments Commission (**ASIC**) and the Commissioner of Taxation. In more specific and limited circumstances where a matter of public interest is concerned or there is an emergency, a report may be protected if made to a journalist or a member of Parliament.

A Reporter may also talk to an independent lawyer to seek legal advice about making a report and that discussion with the lawyer will be protected in accordance with this policy.

## Investigation Process

NGAPL takes reports of Disclosable Matters seriously and will carefully assess all reports to determine an appropriate response, including whether to conduct an investigation and, based on the results, to take corrective action. As appropriate for each report and circumstances, NGAPL's RPO, a Business Conduct Officer, the Law Department and / or other relevant specialists may conduct or participate in an investigation. Where Reporter contact details are made available, NGAPL will acknowledge receipt of the report. NGAPL may contact the Reporter to obtain further information to assist the investigation. When an investigation is complete, a case closure report and memo of record will be prepared, with appropriate remedial action taken if warranted based on the findings of the investigation. Investigation reports and any action taken may be confidential and Reporters may not receive notice of all such details at the end of the investigation.

## **Managing the Welfare of the Reporter**

### **Commitment to Protecting Reporters**

NGAPL is committed to the protection of Reporters against retaliatory action for reporting Disclosable Matters and prohibits retaliation against or causing detriment to any known or suspected Reporter. This does not prevent NGAPL from taking appropriate action against a Reporter if the Reporter does not have reasonable grounds for making a report.

A Reporter who reports a Disclosable Matter in accordance with this policy may be entitled to seek compensation and other remedies through the courts if NGAPL fails to protect the Reporter from detriment and the Reporter suffers loss or damage as a result. Reporters are also broadly protected from civil, criminal or administrative liability for making reports of Disclosable Matters.

### **Reporters Implicated in Disclosable Conduct**

Reporters are not shielded by the Acts from the reasonable consequences flowing from their involvement in any Disclosable Matter or from liability for the Reporter's conduct or actions (exclusive of the act of submitting a report, based on reasonable grounds, to an Eligible Recipient on a Disclosable Matter which is protected by the Acts).

### **Confidentiality**

NGAPL recognises that protecting the identity of Reporters can be important and is committed to maintaining the confidentiality of a Reporter's identity in accordance with this Policy and as required by law.

Other than where a Reporter provides consent, Eligible Recipients who receive a report of a Disclosable Matter will not disclose the Reporter's identity, or any other information that is likely to lead to the Reporter's identification, unless any of the following applies:

- The disclosure is to the ASIC, the Australian Prudential Regulation Authority or a member of the Australian Federal Police;
- The disclosure is to a legal practitioner (whether NG Law Department or an externally engaged lawyer) for the purposes of obtaining legal advice or legal representation in relation to the whistleblower laws; or
- The disclosure (not being the Reporter's identity) is reasonably necessary for the purposes of investigating the Report and all reasonable steps have been taken to reduce the risk that the Reporter may be identified from the disclosure.

Where a Reporter has consented to providing their name and contact details with a report, they will be taken to have consented to the disclosure of their identity on a need to know basis, for the purpose of helping the company to take appropriate action in response.

### **Fair Treatment**

NGAPL recognises the importance of treating fairly individuals against whom a report is made during the handling and investigation of a reported matter. NGAPL will take reasonable steps to help ensure fair treatment of any person who is the subject of a report.

### **Review of Policy**

This policy will be reviewed at appropriate intervals to ensure it complies with applicable laws and remains relevant and effective.

### **Related Policies**

This policy should be read in conjunction with Northrop Grumman's Standards of Business Conduct which is available at:

Internal link:

[https://home.amer.myngc.com/ethics/StandardsOfBusinessConduct/NG\\_Ethics\\_BusinessConduct\\_ENUK.pdf](https://home.amer.myngc.com/ethics/StandardsOfBusinessConduct/NG_Ethics_BusinessConduct_ENUK.pdf)

External link:

[https://www.northropgrumman.com/wp-content/uploads/NG\\_Ethics\\_BusinessConduct\\_ENUK.pdf](https://www.northropgrumman.com/wp-content/uploads/NG_Ethics_BusinessConduct_ENUK.pdf)

### **Reporter Protection Officer Contact Details**

Email: [reporter.protection.officer@au.ngc.com](mailto:reporter.protection.officer@au.ngc.com)

In addition to receiving reports on Disclosable Matters, RPOs are available to answer queries in relation to the application of this policy.

### **Northrop Grumman OpenLine Reporting**

For phone reporting:

<https://www.northropgrumman.com/corporate-responsibility/ethics-and-business-conduct/northrop-grumman-openline/>

For web reporting:

[www.northropgrumman.ethicspoint.com](http://www.northropgrumman.ethicspoint.com)