

Whistleblowing Australia Procedure

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2 PURPOSE & SCOPE

Every employee of JCDecaux Australia, as well as every third party or external partner (such as vendors or subcontractors), has the opportunity to follow this whistleblowing procedure, with respect to the criteria and conditions stated in either:

- Part 9.4AAA of the Australian Corporations Act (Cth) 2001 (Protection for Whistleblowers); or
- the French law n°2016-1691 of 09/12/2016 called « Sapin II » (regarding transparency, the fight against corruption and the modernisation of economic life)

This whistleblowing procedure also concerns any situation of infringement of the Fundamental Ethical Rule set forth by the Code of Ethics of the JCDecaux Group regarding allegations of corruption or influence peddling.

It allows reporting, depending on the nature of the subject and on the geographical location of the whistle-blower, firstly to an officer or senior manager of a JCDecaux group company, then, secondly, the Group's Ethic Committee.

3 DEFINITIONS

Protectable Disclosure has the meaning given in section 4.1.4.

Whistleblower Law means Part 9.4AAA of the Corporations Act (Cth) 2001.

4 PROCEDURE

4.1 Legal Protections available to Whistleblowers in Australia

With effect from 1 July 2019, new laws protecting whistleblowers come into effect in Australia. These laws are contained in the Part 9.4AAA of the Corporations Act (Cth) 2001 and replace the previous legal regime on protections for whistleblowers. In this policy, Part 9.4AAA is referred to as the **Whistleblower Law**.

4.1.1 When does the Whistleblower Law apply?

The new laws apply to disclosures made on and after 1 July 2019, however they may refer to matters that occur or have occurred at any time, either before or after 1 July 2019.

4.1.2 Who is covered by the Whistleblower Law?

Section 4.2 of this procedure sets out who is an "eligible whistleblower" for the purpose of the Whistleblower Law.

4.1.3 To whom can a disclosure be made?

Section 4.3 of this Policy sets out to whom a disclosure can be made for the purpose of the Whistleblower Law.

4.1.4 What matters must a disclosure relate to in order to be protected?

Disclosures will be protected disclosures in the following circumstances:

- If the discloser has reasonable grounds to suspect that the information disclosed concerns misconduct, or an improper state of affairs or circumstances, in relation to any company that is part of the JCDecaux group of companies; or
- If the discloser has reasonable grounds to suspect that the information disclosed indicates that any JCDecaux group

company, or any director, officer or employee of any JCDecaux group company, has engaged in conduct that:

- constitutes an offence against, or a contravention of various statutes, including the Corporations Act (Cth) 2001 and the Australian Securities and Investments Commission Act (Cth) 2001; or
- constitutes an offence against any law of the Commonwealth of Australia that is punishable by imprisonment for a period of 12 months or more; or
- represents a danger to the public or the financial system.

4.1.5 What matters are not protectable?

Disclosures will not be protected under the Whistleblower Law to the extent that the information disclosed:

- concerns a personal work-related grievance of the discloser; and
- does not concern a contravention, or an alleged contravention, of the protections afforded to protected whistleblowers under the Whistleblower Law that involves detriment caused to the discloser or a threat made to the discloser.

Information disclosed concerns a **personal work-related grievance** of the discloser if:

- the information concerns a grievance about any matter in relation to the discloser’s employment, or former employment, having (or tending to have) implications for the discloser personally; and
- the information:
 - does not have significant implications for the JCDecaux group company to which it relates, or another JCDecaux group company, that do not relate to the discloser; and
 - does not concern conduct, or alleged conduct, of a kind for which disclosures are protectable, as set out above (i.e. being an offence against certain laws or representing a danger to the public or the financial system).

Examples of grievances that may be personal work-related grievances (but subject to the qualifications above) are as follows:

- an interpersonal conflict between the discloser and another employee; or
- a decision relating to the engagement, transfer or promotion of the discloser; or
- a decision relating to the terms and conditions of engagement of the discloser; or
- a decision to suspend or terminate the engagement of the discloser, or otherwise to discipline the discloser.

4.1.6 Protections afforded to whistleblowers: Anonymity

If a person makes a protected disclosure of information under the Whistleblower Law, and the discloser has done so anonymously, it is an offence for another person (including JCDecaux) to disclose **the identity of the discloser**, or information which is likely to lead to the identification of the discloser, unless the disclosure is made to the Australian Securities and Investments Commission, the Australian Prudential Regulation Authority, the Australian Federal Police, to a legal practitioner for the purpose of obtaining legal advice or legal representation, or with the discloser’s consent.

However, the Whistleblower Law does allow JCDecaux to make disclosures if:

- the information disclosed by JCDecaux is not the identity of the whistleblower; and
- the disclosure is reasonably necessary for the purposes of investigating a matter to which the whistleblower’s disclosure relates; and
- JCDecaux takes all reasonable steps to reduce the risk that the whistleblower will be identified as a result of the disclosure referred to in this section.

4.1.7 Protections afforded to whistleblowers: Prohibition on actions against the whistleblower

If a person makes a protected disclosure under the Whistleblower Law:

- the person may not be subject to any civil, criminal or administrative liability (including disciplinary action) for making the disclosure; and
- no contractual or other remedy may be enforced, and no contractual or other right may be exercised, against the person on the basis of the disclosure.

It is important to note that, with some limited exceptions, the protection afforded above relates to the fact that the person has made a disclosure. A person may still be subject to civil, criminal or administrative liability for their own prior conduct which may be revealed by the disclosure.

4.1.8 Protections afforded to whistleblowers: No Victimisation

It is an offence for any person (including a company) to engage in conduct which causes **detriment** to another person (including a whistleblower, potential whistleblower, or anyone related to or associated with a whistleblower), where the person engaging in the conduct does so because they believe or suspect that the second person (or any other person) is a whistleblower or may make a disclosure to which the Whistleblower Law applies. The person's belief or suspicion about the whistleblower does not need to be the sole reason for their conduct. It is enough if it is part of the reason.

It is similarly an offence for a person to threaten to cause detriment to another person, in or because of the circumstances referred to above, that is, that another person is or may become a whistleblower.

Individuals, including company officers and employees, who are involved in an offence of causing or threatening to cause detriment to a person as a result of a whistleblowing disclosure, may have also committed an offence and they may be personally liable.

In the context of the Whistleblower Law, **detriment** can include:

- dismissal of an employee;
- injury of an employee in his or her employment;
- alteration of an employee's position or duties to his or her disadvantage;
- discrimination between an employee and other employees of the same employer;
- harassment or intimidation of a person;
- harm or injury to a person, including psychological harm;
- damage to a person's property;
- damage to a person's reputation;
- damage to a person's business or financial position; or
- any other damage to a person.

4.1.9 Availability of the Policy

The Whistleblower Law requires that this policy contain information about how the policy is to be made available to officers and employees of the company.

JCDecaux will make this Policy available on its internal intranet, as well as on its public website at www.jdcecaux.com.au.

Where employees or contractors do not have access to the intranet, JCDecaux will display hard-copy information regarding this Policy, or a summary version of the Policy, at applicable locations or premises.

JCDecaux also conducts training to inform employees and management of their rights and obligations under the Whistleblower Law.

4.2 Does the Whistleblowing Policy and Whistleblowing Law apply to you?

Employee	<p>You can use this procedure if you are faced with a situation:</p> <ul style="list-style-type: none"> o contrary to the Fundamental Ethical Rules (corruption/influence peddling, free competition, financial infringements) set forth by the Code of Ethics¹ of the JCDecaux Group; or o a situation which constitutes a Protectable Disclosure as set out in Section 1 of this Policy²
Third Party Supplier or Contractor ³	<p>You can use this procedure if you are faced with a situation which constitutes a protectable disclosure as set out in Section 1 of this Policy².</p>

(1) Available on the intranet and public website of JCDecaux Australia.

(2) Corporations Act 2001 s1317AA(4),(5)

(3) third party subcontractors or vendor, associates, intermediaries, interns, consultants, service providers and employees of external partners

4.3 Whom can I send my report To?

Employee, Third Party Supplier or Contractor	<p>The Whistleblower Law protects disclosures made to the following recipients:</p> <ul style="list-style-type: none"> o ASIC or APRA o An officer (including a director) of any JCDecaux Group company. o A senior manager of any JCDecaux Group company. For the purpose of any company in the JCDecaux Australia and New Zealand Group, "senior manager" is any person who is part of the Executive Leadership Team or the Senior Leadership Team. o An auditor, or member of an audit team conducting an audit, of any JCDecaux Group company. o An actuary of any JCDecaux Group company. o The Secretary of the JCDecaux Group's Ethics Committee by email at comite.ethique@jcdecaux.com. <p>You may use the Whistleblowing Reporting Form available on the Intranet or external website to report, however it is not mandatory to use the form. Any disclosure to any of the above recipients (other than the secretary of the JCDecaux Group's Ethics Committee) should be notified to the JCDecaux Group's Ethics Committee by providing them with a copy of such disclosure.</p>
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For Managers:

Any disclosure to you as a senior manager must be notified to the JCDecaux Group's Ethics Committee by providing them with a copy of such disclosure at the email address referred to above.

Important:

If:

- (1) the person receiving the report does not take action after 90 days, and you do not have reasonable grounds to believe that action is being or has been taken to address the disclosed matters, and you believe that further disclosure would be in the public interest; or
 - (2) you have 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, then subject to certain conditions*, you may make a further disclosure to a Member of Parliament of the Commonwealth or a State or Territory, or to a journalist.
- *Refer to section 1317AAD of the Corporations Act. JCDecaux recommends you seek advice before making any such further disclosure.

Note:

If you do not have the ability to complete and send the form electronically and confidentially, you can leave your report on the voicemail provided by the Secretary of the Group's Ethics Committee (+33(0)1 30 79 79 11).

4.4 The Content of your Report

Specific and Impartial Facts	<ul style="list-style-type: none"> ○ The information submitted via the framework of this whistleblowing procedure should be submitted without self-interest and in good faith, be articulated impartially and be sufficiently specific in order to be able to verify the allegations. ○ Only the information necessary to the review of the appropriateness of the report must be submitted and the forms used to describe the nature of the facts reported must show their presumed nature.
Facts Personally Known	<ul style="list-style-type: none"> ○ You should have personal knowledge of the matters disclosed.
Your Identity	<ul style="list-style-type: none"> ○ We encourage you to identify yourself while using the alert procedure so that you may be contacted to provide additional information. ○ As an exception, an anonymous report may be processed if the claims mentioned are sufficiently serious and the report is supported by sufficient detailed information.
Contact Information	<ul style="list-style-type: none"> ○ You should provide information so that you may be contacted during the investigation if additional information is needed.

Warning: False Reports are sanctionable:

Any person abusing this procedure or reporting claims in bad faith, with intention to harm or knowing their untruthful nature, may be subject to disciplinary sanctions according to the internal rules applicable within the JCDecaux entity concerned, as well as legal proceedings.

4.5 Processing and Investigation of your Report

4.5.1 Receipt and processing of the report

- You will be informed of the receipt of your report as soon as practicable and the time needed to examine its admissibility by means of a written and dated acknowledgement of receipt. The acknowledgement of receipt does not mean that the report is admissible.
- If, as an employee of the JCDecaux Group, you have reported to your immediate supervisor, your report shall be processed by the latter, who shall give it the appropriate evaluation (processing, closing incident without further action or transfer to the Secretary of the Group's Ethics Committee, which may send it back to the Operational Management or to the Legal Department, in order to investigate the allegations and process the report).
- If you have directly reported to the Secretary of the Group's Ethics Committee, the latter will directly process your report within the framework of its responsibilities. The Secretary may send it back to your immediate supervisor and/or to the Operational Management and/or to the Legal Department, in order to investigate the allegations and process the report.
- In any case, the JCDecaux Group will fully and fairly investigate the matters the subject of any legitimate complaint, having regard to the principles of natural justice, including applying procedural fairness and affording any persons against whom allegations have been made a reasonable opportunity to respond to any allegations and to present all facts, matters and circumstances relevant to the matters disclosed. JCDecaux will recommend that persons mentioned in a report obtain independent legal advice and will afford them the opportunity to do so. JCDecaux may seek additional information from you as reasonably necessary to investigate any disclosure.
- JCDecaux will seek legal advice in relation to any disclosed matter as it deems appropriate. JCDecaux will comply with any and all laws pertaining to any verified matters legitimately disclosed in a report.

- JCDecaux will keep you informed of the progress and outcome of its investigation, noting that the time required for a full and thorough investigation may vary significantly depending on the subject matter of the disclosure.

4.5.2 Protection of the confidentiality of the report

- Subject to applicable laws, including the matters set out in Section 4.1 above, this alert procedure ensures a strict confidentiality of your identity as a whistle-blower, of the identity of the people identified in your report of the claims that are the subject of the report and, generally, of any information provided.
- Any person having access to information within the framework of this alert procedure, its processing and the investigations that may occur, is bound by a strict obligation of confidentiality. Nothing however prevents JCDecaux from sharing confidential information internally to the extent it is necessary to fully and fairly investigate a report.
- Subject to applicable laws, including the matters set out in Section 4.1 above, the elements likely to identify you as the whistle-blower cannot be disclosed without your consent. Similarly, JCDecaux will take all reasonable steps to reduce the risk that the identity of persons mentioned in a report will be disclosed in the course of investigating a report, prior to determining its validity.
- Persons disclosing confidential information may face legal proceedings and/or disciplinary sanctions.

4.5.3 Interfering with a report filing

- Any person interfering, in any way, with the transmission of a report may face legal proceedings and/or disciplinary sanctions.

4.5.4 No detriment or retaliatory measures following a report

- JCDecaux will take all reasonable steps to comply with the protections afforded to whistleblowers under the Whistleblower Law including the protections outlined in Section 4.1 above.
- Without limiting the foregoing, the Group will not impose or allow any sanction, any threat, change of status, harassment, or retaliation of any kind, towards a whistle-blower acting in good faith within the framework of this procedure, even if the claims turn out to be inaccurate or do not go further.
- Similarly, a person cannot be rejected from an employment opportunity, from accessing an internship or a professional training period, because of the initiation of an alert in the framework of this procedure.

The following parts of this section (4.5.5 to 4.5.8) are only applicable to the extent that personal information in connection with a report under this policy is transferred to a company in the JCDecaux Group in France, for example where information is provided to the Group's ethics committee.

4.5.5 Data processing

- The whistleblowing procedure set forth herein is implemented by JCDecaux SA in its role as Data Processor (as defined under the GDPR).
- The whistleblowing procedure implies a personal data processing, which purpose is the evaluation and processing of the report which has been transmitted in accordance with the procedure set forth herein. Such purpose has been authorised by the French authority in charge of the personal data protection, the C.N.I.L. (Commission Nationale de l'Informatique et des Libertés - National Commission on Informatics and Liberties). This processing of personal data shall be made in accordance with the legal obligations which apply to JCDecaux SA pursuant to the law n° 2016-1691 of the 09/12/2016 regarding the transparency, the fight against corruption and the modernisation of economic life (law called « Sapin II »).

- Only the following categories of data shall be processed within the framework of the whistleblowing procedure:
 - identity, professional duties and contact details of the author of the report;
 - identity, professional duties and contact details of the persons targeted by the report;
 - identity, professional duties and contact details of the persons participating in the investigation or the processing of the report;
 - facts reported;
 - information collected within the framework of the verification of the reported facts;
 - debriefing of the conclusions of the investigation;
 - continuation decided for the report.

4.5.6 Retention period

- Any data relating to a report that is determined to be considered as out of the scope of the whistleblower alert procedure described below will be destroyed or filed immediately after having been anonymised.
- When the report is not followed by a disciplinary or judicial procedure, the data relating to such report will be destroyed or filed, having been anonymised, within a period of two months from the closing of the investigation.
- When a disciplinary or judicial procedure is engaged against the person concerned or the author of an abusive report, the data relating to the report will be kept until the end of the judicial procedure.
- The archives are kept according to the applicable regulation.

4.5.7 Data transfers

- In the framework of the processing of the reports, some personal data relating to the authors of the reports or to the persons targeted by these alerts may be transferred outside the European Economic Area.
- JCDecaux SA commits to ensure a relevant level of protection for the data transferred within this framework, in particular by generalising Standard Contractual Clauses approved by the European Commission (to which it is possible to access by sending an e-mail to: dpo_f@jcdecaux.com) or agreeing to the Privacy Shield (human resources data included) for the recipients of data located in the United-States.

4.5.8 Rights of individuals

- In accordance with the regulations applicable to personal data protection in most of the countries in which the Group is present and, in particular inside the European Union, any person identified in the framework of an alert procedure, whether this person is the whistleblower or the target of the report, may contact the Secretary of the Group's Ethics Committee in order to exert the following rights:
 - the right to be informed: you have the right to be informed concisely, transparently, clearly and in a manner easily accessible about how your personal data is processed;
 - the right of access: you have the right to obtain (i) the confirmation that your personal data is /is not processed and, when they are, to obtain (ii) access to such data and a copy of the later ones.
 - the right to correct: you have the right to correct any inaccurate personal data about you which is inaccurate; you have the right as well to ensure that incomplete personal data is completed, by providing additional information;
 - the right to delete: in certain cases, you have the right to obtain the deletion of your personal data; however, this is not an absolute right and JCDecaux may have legal or legitimate reasons to keep such data;
 - the right to limit the processing: in certain cases, you have the right to limit the processing of your personal data;
 - the right to introduce a claim with a control authority: you have the right to the C.N.I.L. in order to introduce a claim about the practices relating to the personal data protection operated by JCDecaux;
 - the right to give directives concerning the use of data post-death: you have the right to give directives to

JCDecaux concerning the use of personal data after your-death.

- You can send your request together with the copy of an identity document to the following e-mail address hereafter:
 - comite.ethique@jcdecaux.com, or
 - you can leave a message on the voicemail dedicated of the Secretary of the Secretary of the Group's Ethics Committee (33(0)1 30 79 79 11).
- The person targeted by an alert will be informed by the Secretary of the Group's Ethics Committee from the date of registration of data concerning this person, in order to allow this person to respond to the processing of such data. When additional measures are necessary, in particular to prevent the destruction of evidence relating to an alert, the notification to this person will occur after the implementation of such measures.
- This person may also request, under the same conditions as above, to exert his/her rights.
- JCDecaux SA has as well designated a Data Protection Representative reachable trough dpo_f@jcdecaux.com.

4.6 Submit your Report as an Employee of the JCDecaux Group Reporting Form

You may use the Whistleblowing Reporting Form available on the Intranet or external website to report, however it is not mandatory to use the form.

Any disclosure (other than to the secretary of the JCDecaux Group's Ethics Committee) should be notified to the JCDecaux Group's Ethics Committee by providing them with a copy of such disclosure to comite.ethique@jcdecaux.com.

5 REFERENCES

[JCDecaux Code of Ethics](#)

WHISTLEBLOWING REPORTING FORM

Submit this form as an employee of the JCDecaux group.

To submit the alert, please complete the form below.

Complete at least the mandatory fields marked with a *

I am an employee of JCDecaux.

Name/First name *	
Company * <i>(subsidiary of the JCDecaux Group)</i>	
Email address *	

Name/First name of your immediate supervisor *	
Department	

Report anticorruption/ethic <i>(select the area/s)</i>	<input type="checkbox"/> Corruption/influence peddling/misconduct/improper state of affairs or circumstances <input type="checkbox"/> Free competition <input type="checkbox"/> Financial infringement <input type="checkbox"/> Crime or offence <input type="checkbox"/> Clear and serious violation of an international commitment duly ratified or agreed by France, of a unilateral act by an international organisation pursuant to such commitment or of laws or regulations <input type="checkbox"/> Danger, threat or serious risk to the public or financial system
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Facts reported *	
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Submit
 to your executive or senior manager

OR

Submit
 to the Secretary of the Group's Ethic Committee

WHISTLEBLOWING REPORTING FORM

Submit this form as a [third-party subcontractor/vendor](#) of the JCDecaux group.

To submit the alert, please complete the form below.

Complete at least the mandatory fields marked with a *

I am a third-party subcontractor/vendor of the JCDecaux Group.

Name/First name *	
Company/country *	
Email address *	

Report anticorruption/ethic <i>(select the area/s)</i>	<input type="checkbox"/> Corruption/influence peddling/misconduct/improper state of affairs or circumstances
	<input type="checkbox"/> Free competition
	<input type="checkbox"/> Financial infringement
	<input type="checkbox"/> Crime or offence
	<input type="checkbox"/> Clear and serious violation of an international commitment duly ratified or agreed by France, of a unilateral act by an international organisation pursuant to such commitment or of laws or regulations
	<input type="checkbox"/> Danger, threat or serious risk to the public or financial system

Facts reported *	
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Submit
to your executive or senior manager

OR

Submit
to the Secretary of the Group's Ethic Committee