

## **Arrow ECS Australia Pty Limited and Arrow Electronics Australia Pty Ltd Whistleblower Policy**

### **1. Purpose of this Policy**

Arrow ECS Australia Pty Limited and Arrow Electronics Australia Pty Ltd (collectively, "Arrow") are committed to providing a workplace that operates with integrity and openness.

This Whistleblower Policy ("Policy") has been developed so that employees can freely, and without fear of adverse consequences, raise concerns regarding situations where they believe that Arrow or its related bodies corporate (globally, "Arrow Electronics") and anyone connected with Arrow has acted in a way that is construed as misconduct or wrongdoing.

### **2. Scope of this Policy**

#### **2.1 Who is an eligible whistleblower?**

You are an **eligible whistleblower** (hereafter referred to as a "**discloser**") if you are a former or current:

- a) employee of Arrow (this includes part-time employees and interns);
- b) a supplier of services or goods to Arrow (whether paid or unpaid) including its employees;
- c) an associate of Arrow (under the meaning given under the Corporations Act); and
- d) a relative, dependent or spouse of an individual under 2.1(a)-(c);

*Please note that the protection is only offered to the eligible whistleblower. For instance, if the spouse of an employee reports the disclosable matter only the spouse receives the protections.*

#### **AND**

- i) your matter is a **disclosable matter**, and not an excluded matter (as defined below);
- ii) you do not feel safe or comfortable to raise your concerns via Arrow's other reporting processes; and
- iii) you have a genuine and reasonable concern about suspected or actual misconduct.

#### **2.2 What are disclosable matters?**

Disclosable matters, as defined below, are types of disclosures that qualify for protection under the Australian Corporations Act 2001 ("Corporations Act"), and in particular the amendments to it made by the Treasury Laws Amendment (Enhancing Whistleblower Protections) Act 2019 (collectively the "Whistleblower Laws").

Disclosable matters involve information that the **discloser has reasonable grounds to suspect concerns misconduct, or an improper state of affairs and circumstances** in relation to Arrow or Arrow Electronics.

Examples of disclosable matters may include, but are not limited to:

- Illegal conduct such as theft and violence;
- Fraud, bribery, money laundering or misappropriation of funds;
- Negligence, default, breach of trust and breach of duty;
- Breaches of legislation, such as the Corporations Act or the *Australian Securities and Investments Commission Act 2001*;
- Constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more; or
- Represents a danger to the public or financial system.

If your matter is not a disclosable matter (as a personal work-related grievance below), then you will not qualify for protection under the Corporations Act, but *may* be protected under other legislation, such as the Fair Work Act 2009.

### **2.3 Personal work-related grievances**

Personal work-related grievances do not qualify for protection under the Corporations Act. These are matters relating to a person's current or previous employment and have, or tend to have implications for the individual personally but do not have any significant implications for Arrow or Arrow Electronics, or do not relate to conduct about a disclosable matter. Some examples of this include interpersonal conflicts between staff or decisions with pay, promotion or demotion of employees.

Employees should consult the Arrow Equal Employment Opportunity, Discrimination and Harassment Policy (available on the employee intranet), the Arrow Electronics, Inc. Worldwide Code of Business Conduct & Ethics, or the Human Resources department for such issues.

However, personal work-related grievances may qualify for protection under the Corporations Act if:

- a) it includes information about misconduct and is accompanied by a personal; work-related grievance;
- b) Arrow or Arrow Electronics have breached employment or other laws punishable by imprisonment for a period of 12 or more months, engaged in conduct that represents a danger to the public or the disclosure relates to information that relates to information that suggests misconduct beyond their personal circumstances;
- c) the individual suffers or is threatened with 'detriment for making a disclosure'; or
- d) an individual seeks legal advice or representation about the operation of the whistleblower protections under the Corporations Act.

## **3. How to make a disclosure**

### **3.1 Disclosures to Eligible Recipients**

Disclosers can make reports to the following ("**Eligible Recipients**"):

- An officer or a member of the local senior management team (leadership and management teams) of Arrow
- The whistleblower protection officer ('WPO'), who is the Senior Manager, Human Resources
- To the Arrow Electronics, Inc, Worldwide Compliance Services or Law Department, as set out in the Arrow Worldwide Code of Business Conduct & Ethics at <https://www.arrow.com/en/about-arrow/reporting-and-governance>
- Arrow Alertline, a 24 hour, 7 days a week third-party operated phone line via the following phone numbers:
  - o Using Optus: 1800 551 155
  - o Using Telstra: 1800 881 011
- Corporate Audit or Ernst & Young Arrow Electronics' external auditor at +1 720-354-7304.

Disclosers may request to remain anonymous.

### **3.2 Disclosures to external legal practitioners**

A disclosure of information to an external legal practitioner for the purposes of obtaining legal advice or legal representation to ascertain whether whistleblower protections apply to you, constitutes a disclosure protected under this policy, even if the legal advice is that the disclosure does not relate to a 'disclosable matter'.

### **3.3 Disclosures to regulatory bodies and external parties**

A disclosure of information relating to a disclosable matter may also be made to ASIC, APRA or another Commonwealth body prescribed by regulation from time to time and such disclosure is protected under this policy. For further details about how ASIC handles such disclosures, refer to the following link:

<https://asic.gov.au/about-asic/asic-investigations-and-enforcement/whistleblowing/how-asic-handles-whistleblower-reports/>

A disclosure that qualifies for protection under this policy can be made to a journalist or parliamentarian ('public interest disclosure') in circumstances where the disclosure has previously been made to Arrow in accordance with this policy, at least 90 days have passed since that disclosure was made, the discloser does not have reasonable grounds to believe that action has been taken to address the matter the subject of the disclosure, sufficient public interest exists to warrant disclosure to a journalist or member of parliament and written notice has been given to Arrow of the discloser's intention to make a public interest disclosure.

## **4. Legal protections for disclosers**

### **4.1 Protection from detrimental acts or omissions**

A person cannot engage in conduct that can cause detriment to a discloser, or another individual, in relation to a disclosure, if:

- a) the person believes or suspects that the discloser or another person, made, may have made, proposes to make or could make a disclosure that qualifies for protection; and
- b) that suspicion or belief is the reason, or part of the reason, for the detrimental conduct.

Further, a person cannot make a threat to cause detriment to a discloser or another person, in relation to a disclosure. The discloser or the other person do not have to fear that the threat would be carried out.

Arrow will take reasonable steps to protect eligible whistleblowers reporting disclosable matters from adverse consequences as a direct result of making the report, including but not limited to protection from:

- Dismissal;
- Disadvantageous changes in position, such as demotion;
- Harm, injury or damage to property;
- Damage to reputation, business or financial position; and
- Discrimination or harassment.

Measures that Arrow will take to prevent detriment include:

- Taking protective actions, such as making modifications to the discloser's working environment, or making adjustments to their or other employees' location or duties; and
- Ensuring management is aware of their responsibilities in maintaining confidentiality, addressing the risk of isolation or harassment, managing conflicts and ensuring fairness when managing the performance of the discloser.

## 4.2 Identity protection

Arrow will not disclose the identity of the discloser or information that would identify them, except in the following circumstances:

- Where the disclosure needs to be relayed to ASIC, APRA or the Australian Federal Police;
- To a legal practitioner (for the purposes of obtaining legal advice or representation about the whistleblower provisions);
- To a person or body prescribed by the Whistleblowing Laws; or
- Where the discloser has consented to their identity being revealed.

Ways in which Arrow will ensure confidentiality include redaction of all personal information that could identify the discloser from documentation, and that all documentation will be stored securely and only shared with those directly involved in investigating and managing the disclosure.

However, others may be able to guess the identity of the discloser, for instance, if the discloser has previously told others about the matter or is one of a small number of individuals with access to that information.

It is against the law for a person to identify a discloser or disclose information that would likely lead to identification of the discloser, except for the exceptions above.

Should the discloser believe that that has been a breach of confidentiality, it may lodge a complaint with a regulator, such as ASIC.

Arrow can disclose the information in a disclosure to others with or without the discloser's consent if:

- The information does not include the discloser's identity;
- It has taken all reasonable steps to reduce the risk that the discloser may be identified from that information; and
- It is reasonably necessary for investigating the issues raised in the disclosure.

## 4.3 Compensation and other remedies

A discloser, or any other employee or individual, can seek compensation and other remedies through the courts if they:

- a) suffer loss, injury or damage because of a disclosure; and
- b) Arrow failed to take reasonable precautions and exercise due diligence to prevent such detrimental conduct.

## 4.4 Civil, criminal and administrative liability protection

Disclosers are protected from any of the following in relation to their disclosure:

- a) civil liability (for example, any legal action against the discloser for breach of an employment contract, duty of confidentiality or other contractual obligation;
- b) criminal liability (for example, attempted prosecution of the discloser for releasing information unlawfully, or other use of disclosure against the discloser in protection (other than making a false disclosure); and
- c) administrative liability (for instance, disciplinary action for making the disclosure).

However, these protections do not grant the discloser any immunity for any misconduct that the disclosure has engaged in that is revealed in the disclosure.

## **5. Investigation procedure**

Once an eligible recipient is made aware of a potential disclosure, the following steps will be taken depending on the unique facts and circumstances:

### **i. Initial assessment**

Disclosers can make a disclosure through the channels to eligible recipients as set out in clause 3.1 of this Policy. Disclosers may remain anonymous, or the identity of this discloser may be requested to be kept anonymous.

Should the discloser choose to remain anonymous, Arrow may be unable to undertake the investigation if it is not able to contact the discloser.

Once an eligible recipient is made aware of a potential disclosure, the recipient WPO and whistleblower investigation officer(s) ("WIO"), and certain members of the senior management team (only on an as-required basis) will assess whether this is an eligible disclosure under the Whistleblowing Laws. Depending on the circumstances of the discloser, this may further be escalated to members of the global Arrow Electronics, legal and compliance team, including the Chief Legal Officer, Chief Compliance Officer and Compliance Manager.

Arrow will not disclose information, without the discloser's consent, that would likely lead to the identification of the discloser as part of its investigation process, unless: a) the information does not include the discloser's identity; b) Arrow removes information relating to the discloser's identity or other information that is likely to lead to identification (e.g. name, position and other details); and c) it is reasonably necessary for investigating the matters raised in the disclosure.

Where the issue is determined to be an ineligible disclosure under the Whistleblowing Laws, it may be a matter that Arrow investigates further, such as a personal work-related grievance. In such instances, Arrow will inform the discloser that they may wish to escalate the issue through other channels, for instance with the Human Resources Department.

In any case, through its WPO, Arrow will inform the discloser of the results of the initial assessment.

### **ii. Investigation**

Where Arrow determines through its initial assessment that a disclosure warrants further investigation, the WIO will investigate directly, or where the WPO deems necessary, the WPO may use an external investigator. The WPO may also use an external expert to assist. All investigations will be conducted in a fair and independent manner and all reasonable efforts will be made to preserve confidentiality.

To avoid jeopardizing an investigation, a discloser who has made a disclosure under this policy is required to keep confidential the fact that a disclosure has been made (subject to any legal requirements).

No action will be taken against employees or officers who are implicated in a disclosure under this policy until an investigation has determined whether any allegations are substantiated.

Any disclosures that implicate an employee or officer must be kept confidential, even if the discloser has consented to the disclosure of their identity, and should only be disclosed to those persons who have a need to know the information for the proper performance of their functions under this policy, or for the proper investigation of the disclosure. An employee or officer who is implicated in a disclosure has a right to be informed of the allegations against them, and will be given an opportunity to respond and provide additional information, if relevant, in the course of an investigation into those allegations (subject to the discloser's right to anonymity).

Support available for persons implicated in a disclosure under this policy includes:

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- connecting the person with access to the Employee Assistance Program (EAP)
- appointing an independent support person from the human resources team to deal with any ongoing concerns they may have; or connecting the person with third party support providers such as Lifeline (13 11 14) and Beyond Blue (1300 22 4636).

In certain circumstances a discloser may have a legal obligation to make a report to a statutory body or government department. Disclosers should ensure that they comply with all such reporting requirements. The WPO can advise disclosers on these reporting obligations.

Arrow will endeavor to keep the discloser regularly informed, if the discloser can be contacted. Arrow shall attempt to inform the discloser weekly, but the regularity of these updates will vary depending on the nature of the disclosure.

### **iii Findings of the investigation**

The findings of the investigation will be documented in writing and stored in a confidential manner.

Where appropriate the WPO will make recommendations to the board of Arrow or those of its related corporate bodies relating to the matter the subject of the disclosure.

The broad findings of an investigation and any resultant actions will be communicated to the discloser in writing, and if appropriate, face to face. However, in some instances, it may not be appropriate to provide details of the findings or of the actions to be taken arising out of the investigation, to the discloser.

## **6. Fair treatment of individuals mentioned in the disclosure**

If an employee other than the discloser is mentioned in the disclosure, Arrow will ensure that such individuals are treated fairly. This will be done by:

- handling the disclosures confidentially, where appropriate and practical in the circumstances;
- ensuring that any investigations that need to be undertaken are done so in an objective, fair and independent manner.

## **7. Accessibility of this Policy**

This Policy is made available on the Arrow website at <https://ecs-anz.arrow.com/>

Training will be provided to existing and new staff, with further training provided to senior managers and others eligible to be authorised recipients.

The Policy will be updated when there are significant changes to the Whistleblowing Laws or Arrow processes.

Version 1.2