

# Australia Supplemental Whistleblower Policy

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## Purpose

FTI Consulting, Inc., including its subsidiaries (collectively “FTI Consulting” or the “Company”), maintains a Policy on Reporting Concerns and Non-Retaliation (“Global Whistleblower Policy”) that encourages reporting of misconduct, outlines how individuals can report misconduct confidentially and anonymously, and explains how such reports will be handled by the Company. A copy of the Global Whistleblower Policy is attached as Appendix A and is incorporated into this document.

This Australia Supplemental Whistleblower Policy (the “Supplemental Policy”) sets out additional whistleblower protections that individuals operating in Australia may be entitled to under the Australian Corporations Act 2001 (“Corporations Act”). Specifically, the Corporations Act provides protections for individuals who make a Qualifying Disclosure as defined below (the “Whistleblower Protection Scheme”). This Supplemental Policy sets out when a disclosure may qualify for protection under the Corporations Act<sup>1</sup> and has been prepared with regard to the detailed guidance set out in Regulatory Guide 270: Whistleblower policies<sup>2</sup>. To note, in some cases the protections offered by the FTI Global Whistleblower Policy may be broader than those offered under this Supplemental Policy.

## Definitions

The following defined terms are used throughout this Supplemental Policy. Additional terms may be defined in the body of the Policy.

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<sup>1</sup> This Supplemental Policy is also designed to incorporate the protections provided in the tax whistleblower regime under Part IVD of the Australian Taxation Administration Act 1953 (“Taxation Administration Act”).

<sup>2</sup> Regulatory Guide 270: Whistleblower policies, released by the Australian Securities & Investments Commission in November 2019.

'Detriment' includes without limitation:

- a) dismissal of an employee
- b) injury of an employee in his or her employment;
- c) alteration of an employee's position or duties to his or her disadvantage;
- d) discrimination between an employee and other employees;
- e) harassment or intimidation of a person;
- f) harm or injury to a person, including psychological harm;
- g) damage to a person's property, reputation, business or financial position; or
- h) any other damage to a person.

'Qualifying Disclosure' means a disclosure qualifying under section 1317AA of the Corporations Act as outlined by that section and explained below.

## What Qualifies as Protected Whistleblower Activity Under Australian Law?

A discloser qualifies for protection as a whistleblower under the Corporations Act if they are an 'Eligible Whistleblower' in relation to FTI Consulting and they have made a disclosure of information relating to a 'Disclosable Matter' (as defined below) directly to a person or entity that may receive such a disclosure under law and this Supplemental Policy. The discloser must have reasonable grounds to suspect that the information concerns a Disclosable Matter but can still qualify for protection even if the disclosure turns out to be incorrect.

### Who is an Eligible Whistleblower?

An Eligible Whistleblower for purposes of this Supplemental Policy is any current or former:

- a) officer<sup>3</sup> or employee of FTI Consulting (e.g. current and former employees who are permanent, part-time, fixed-term or temporary, interns, secondees, managers, and directors);
- b) supplier of services or goods to FTI Consulting (whether paid or unpaid), including their employees (e.g. current and former contractors, consultants, service providers and business partners);
- c) associate<sup>4</sup> of FTI Consulting; and
- d) individual who is a relative, spouse or dependant of any of the above persons.

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<sup>3</sup> Refer to the definition of "officer" in section 9 of the Corporations Act.

<sup>4</sup> Refer to the definition of "associate" in section 9 of the Corporations Act.

## To Whom Must You Disclose a Disclosable Matter?

In order to receive protection under the Whistleblower Protection Scheme, your disclosure must be made directly to an appropriate individual or entity. These include the following:

- a) *Internal Eligible Recipients.* When reporting inside the Company, you must make your disclosure to an “Eligible Recipient.” Eligible Recipients include:
  - i. an officer of FTI Consulting;
  - ii. a member of the Australian Leadership Group, including the Australian Practice Leader, the Managing Director – Risk & Operations and the Director of Human Resources;
  - iii. an FTI Consulting Senior Managing Director;
  - iv. the Global Chief Risk & Compliance Officer (such disclosures may be made directly or via the FTI Consulting Integrity Helpline, also known as EthicsPoint);
  - v. the Global General Counsel;
  - vi. a member of the FTI Consulting Global Executive Committee;
  - vii. an auditor (internal or external) of FTI Consulting; or
  - viii. audit committee of the Board of FTI Consulting (as provided in the Global Whistleblower Policy).
  
- b) *Legal Practitioners.* You may make a disclosure to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the Corporations Act. Such disclosures are protected even in the event that the legal practitioner concludes that a disclosure does not relate to a ‘Disclosable Matter.’
  
- c) *Regulatory Bodies.* Disclosures of information relating to Disclosable Matters can be made to ASIC, APRA or another Commonwealth body prescribed by regulation and qualify for protection under the Corporations Act or other relevant law.
  
- d) *Public Interest Disclosures.*<sup>5</sup> A ‘public interest disclosure’ is the disclosure of information to a journalist or a parliamentarian, where:
  - i. at least 90 days have passed since the discloser made the disclosure to ASIC, APRA or another Commonwealth body prescribed by regulation;
  - ii. the discloser does not have reasonable grounds to believe that action is being, or has been taken, in relation to their disclosure;
  - iii. the discloser has reasonable grounds to believe that making a further disclosure of the information is in the public interest; and

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<sup>5</sup> It is important for the discloser to understand the criteria for making a Public Interest Disclosure or an Emergency Disclosure. Per ASIC’s Regulatory Guide 270, a discloser should contact an independent legal adviser before making a Public Interest Disclosure or an Emergency Disclosure.

- iv. before making the public interest disclosure, the discloser has given written notice to the body in (d)(i) above (i.e. the body to which the previous disclosure was made) that:
  1. includes sufficient information to identify the previous disclosure; and
  2. states that the discloser intends to make a public interest disclosure.
- e) *Emergency Disclosures*.<sup>3</sup> An ‘emergency disclosure’ is the disclosure of information to a journalist or parliamentarian, where:
  - i. the discloser has previously made a disclosure of the information to ASIC, APRA or another Commonwealth body prescribed by regulation;
  - ii. the discloser 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;
  - iii. before making the emergency disclosure, the discloser has given written notice to the body in (e)(i) above (i.e. the body to which the previous disclosure was made) that:
    1. includes sufficient information to identify the previous disclosure; and
    2. states that the discloser intends to make an emergency disclosure; and
  - iv. the extent of the information disclosed in the emergency disclosure is no greater than is necessary to inform the journalist or parliamentarian of the substantial and imminent danger.

FTI Consulting encourages disclosers to report concerns internally in the first instance (this includes using our third-party FTI Consulting Integrity Helpline). This helps us to identify and address wrongdoing as early as possible. Internal reporting also helps build confidence and trust in the Company’s whistleblower policies, processes and procedures. However, nothing in this Supplemental Policy requires an Eligible Whistleblower to report internally prior to disclosing a Disclosable Matter to one of the external entities in the circumstances discussed above.

Additional information about the Whistleblower Protection Scheme can be obtained by contacting the Global Chief Risk & Compliance Officer, the Managing Director – Risk & Operations, Australia or an independent legal adviser.

### **What Constitutes a Disclosable Matter?**

A “Disclosable Matter” under the Whistleblower Protection Scheme is information that:

- a) concerns misconduct or an improper state of affairs or circumstances in relation to any entity within FTI Consulting; or
- b) indicates that FTI Consulting or one of its officers or employees has engaged in conduct that:

- i. constitutes an offence against the Corporations Act, ASIC Act, Banking Act 1959, Financial Sector (Collection of Data) Act 2001, Insurance Act 1973, Life Insurance Act 1995, National Consumer Credit Protection Act 2009, Superannuation Industry (Supervision) Act 1993, and any instrument made under these Acts;
- ii. constitutes an offence against other Commonwealth legislation that is punishable by imprisonment for 12 months or more;
- iii. represents a danger to the public or the financial system; or
- iv. is prescribed by regulation.

Examples of what may be a Disclosable Matter include a breach of any legal or regulatory requirement, the FTI Consulting Code of Ethics and Business Conduct or any other FTI Consulting policy, including, for example:

- a) fraud, money laundering or misappropriation of funds;
- b) failure to comply with applicable financial reporting laws or any other obligation of FTI Consulting as a publicly-traded company;
- c) offering or accepting a bribe;
- d) insider trading;
- e) theft or other criminal offences;
- f) failure to comply with any legal obligation;
- g) human rights abuses;
- h) misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of FTI Consulting;
- i) engaging in retaliation against a person who is making a report or disclosure under FTI Consulting's Global Whistleblower Policy or this Supplemental Policy; or
- j) any deliberate concealment relating to the above.

Disclosable matters include conduct that may not involve a contravention of a particular law. Information that indicates a significant risk to public safety or the stability of, or confidence, in the financial system is also a disclosable matter, even if it does not involve a breach of a particular law.

Disclosures that are not about disclosable matters do not qualify for protection under the Corporations Act (or the Taxation Administration Act, where relevant). However, such disclosures may be protected under the Global Whistleblower Policy or other legislation, such as the Fair Work Act 2009.

## Personal Work-Related Grievances

Generally, disclosures that concern ‘personal work-related grievances’ do not qualify for protection under the Whistleblower Protection Scheme. A disclosure will concern a personal work-related grievance of the discloser if the information:

- a) 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
- b) does not have significant implications for FTI Consulting or does not relate to any conduct or alleged conduct about a disclosable matter; or
- c) does not concern conduct that:
  - i. is an alleged contravention of the Corporations Act, ASIC Act, Banking Act 1959, Financial Sector (Collection of Data) Act 2001, Insurance Act 1973, Life Insurance Act 1995, National Consumer Credit Protection Act 2009, Superannuation Industry (Supervision) Act 1993, and any instrument made under these Acts; or
  - ii. is an offence against another law of the Commonwealth, which is punishable by imprisonment of 12 months or more; or
  - iii. represents a danger to the public or financial system.

Examples of disclosures regarding personal work-related grievances that may not qualify for protection include:

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

A personal work-related grievance may still qualify for protection if:

- (a) it includes information about misconduct, or information about misconduct includes or is accompanied by a personal work-related grievance (mixed report);
- (b) the Company has breached employment or other laws punishable by imprisonment for a period of 12 months or more, engaged in conduct that represents a danger to the public, or the disclosure relates to information that suggests misconduct beyond the discloser’s personal circumstances;
- (c) the discloser suffers from or is threatened with Detriment for making a disclosure;
- (d) the discloser seeks legal advice or legal representation about the operation of the whistleblower protections under the Corporations Act.

Disclosures about personal-work related grievances that do not qualify for protection under the Whistleblower Protection Scheme and this Supplemental Policy may be covered in FTI's Global Whistleblower Policy. Employees are encouraged to raise personal-work related grievances with Human Resources.

## Processes for Making a Report and Investigations of Reports

Instructions on how to make a report, either confidentially or anonymously, are set out in the Global Whistleblower Policy (see Appendix A). The process for investigating reports, including how the Company will interact with and protect Whistleblowers, is also set out in that Policy.

An anonymous disclosure will still be protected under the Corporations Act. While the discloser's cooperation is expected and appreciated, at any time a discloser can refuse to answer questions that they feel would reveal their identity.

Measures and/or mechanisms in place to protect anonymity include:

- Communication with disclosers can be anonymized through our third party FTI Consulting Integrity Helpline and external online service (also known as EthicsPoint); and
- A discloser may adopt a pseudonym for the purpose of their disclosure.

## Whistleblower Protections

As set out below, whistleblowers that meet the requirements of this policy are entitled to various protections. These may take the form of immunity from certain penalties, confidentiality protections, and the prevention of imposition or threat of certain Detriments.

### Immunities

- a) An Eligible Whistleblower will not be subject to criminal, civil or administrative liability (including disciplinary action) by FTI Consulting for making a Qualifying Disclosure.
- b) No contractual or other remedy or right may be enforced or exercised against the Eligible Whistleblower on the basis of a Qualifying Disclosure.
- c) The law may provide Eligible Whistleblowers who make some types of Qualifying Disclosures are also provided immunities to ensure that information they disclose is not admissible in evidence against them in criminal proceedings or in proceedings for the imposition of a penalty, other than proceedings in respect of the falsity of the information.

- d) Except as provided for by the preceding paragraph (c), the fact that someone has made a Qualifying Disclosure does not prevent them from being subject to any civil, criminal or administrative liability for their misconduct revealed by the disclosure.

## Confidentiality Protections

Under the Whistleblower Protection Scheme, Eligible Whistleblowers making a Qualifying Disclosure are protected by the requirement that their identity, and information that may lead to their identification, must be kept confidential, subject to relevant exceptions outlined below.

Exceptions to this are disclosures to: ASIC, APRA, the Australian Federal Police<sup>6</sup>, a legal practitioner for the purpose of obtaining advice or representation about the whistleblower provisions, a person or body prescribed by regulations, or made with the consent of the Eligible Whistleblower.

The Eligible Whistleblower's identity and information which is likely to lead to the identification of the discloser can also be provided to any Commonwealth or State authority for the purpose of assisting the authority in the performance of its functions or duties. This includes, but is not limited to, the police in a relevant State or Territory, the Civil Aviation Safety Authority or other authorities.

It is also permissible to disclose information contained in a disclosure with or without the discloser's consent if the information does not include the discloser's identity, the disclosure is reasonably necessary for the purpose of investigating the matter and if all reasonable steps are taken to reduce the risk that the discloser will be identified as a result of the information being disclosed.

Breach of these confidentiality protections regarding the discloser's identity and information likely to lead to the identification of the discloser may constitute a criminal offence and may be the subject of criminal, civil and disciplinary proceedings.

All files and documents related to whistleblower reports must be kept secure.

## Protections from Detriments

Eligible Whistleblowers are protected under the Whistleblower Protection Scheme from victimisation and suffering any Detriment by reason of making a Qualifying Disclosure. It is unlawful for a person to engage in conduct against another person that causes, or will cause Detriment in circumstances where the person believes or suspects that the other person or any other person made, may have made, or proposes to make a Qualifying Disclosure. Threats of Detriment are also unlawful.

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<sup>6</sup> Within the meaning of the Australian Federal Police Act 1979.

Actions that are not considered to be detrimental conduct:

- Administrative action that is reasonable for the purpose of protecting a discloser from Detriment; and
- Managing a discloser's unsatisfactory work performance, if the action is in line with the Company's performance management framework.

Employees of FTI Consulting found to have engaged in detrimental conduct will be subject to disciplinary action. Any person that engages in detrimental conduct may also be subject to civil and criminal liability (including imprisonment) under the Whistleblower Protection Scheme.

Violations of the confidentiality or detrimental conduct provisions above should be reported to Human Resources or the Global Chief Risk & Compliance Officer. Per ASIC's Regulatory Guide 270, a discloser may also seek independent legal advice or contact regulatory bodies, such as ASIC, APRA or the ATO, if they believe they have suffered detriment. Australian law permits you to seek compensation and other remedies through the courts if (a) you suffer loss, damage or injury because of a disclosure and (b) FTI Consulting failed to take reasonable precautions and exercise due diligence to prevent the detrimental conduct.

## Support and Practical Protection for Disclosers

The following measures and/or mechanisms are in place to protect the confidentiality of a discloser's identity:

- All personal information or reference to the discloser witnessing an event will be redacted as appropriate;
- The discloser will be referred to in a gender-neutral context;
- Where possible, the discloser will be contacted to help identify certain aspects of their disclosure that could inadvertently identify them; and
- Disclosures will be handled and investigated by qualified staff.

The following measures are in place in relation to secure record keeping and information sharing, to protect the confidentiality of a discloser's identity:

- All paper and electronic documents and other materials relating to disclosures will be stored securely;
- Access to all information relating to a disclosure will be limited to those directly involved in managing and investigating the disclosure;
- Only a restricted number of people who are directly involved in handling and investigating a disclosure will be made aware of a discloser's identity (subject to the discloser's consent) or information that is likely to lead to the identification of the discloser;
- Communications and documents relating to the investigation of a disclosure will not be sent to an email address that can be accessed by other staff (the same is true, where possible, with respect to printers); and

- Each person who is involved in handling and investigating a disclosure will be reminded about the confidentiality requirements, including that an unauthorized disclosure of a discloser's identity may be a criminal offence.

The Company will apply the following measures, as considered necessary and appropriate, to protect disclosers from Detriment:

- Processes for assessing the risk of detriment against a discloser and other persons, which will commence as soon as possible after receiving a disclosure;
- Support services;
- Strategies to help a discloser minimize and manage stress, time or performance impacts, or other challenges resulting from the disclosure or its investigation;
- Actions for protecting a discloser from risk of detriment;
- Processes for ensuring that management are aware of their responsibilities to maintain the confidentiality of a disclosure, address the risks of isolation or harassment, manage conflicts and ensure fairness when managing the performance of, or taking other management action relating to, a discloser;
- Procedures on how a discloser can lodge a complaint if they have suffered detriment, and the actions the entity may take in response to such complaints;
- Interventions for protecting a discloser if detriment has already occurred.

## **Fair Treatment of Individuals Mentioned in Disclosure**

The following measures and/or mechanisms are in place for ensuring fair treatment of individuals mentioned in a disclosure:

- Disclosures will be handled confidentially, when it is practical and appropriate in the circumstances;
- Each disclosure will be assessed and may be the subject of an investigation;
- The objective of an investigation is to determine whether there is enough evidence to substantiate or refute the matters reported;
- When an investigation needs to be undertaken, the process will be objective, fair and independent;
- An employee who is the subject of a disclosure will be advised about the subject matter of the disclosure as and when required by principles of natural justice and procedural fairness and prior to any actions being taken; and
- An employee who is the subject of a disclosure may contact the Company's support services (e.g. counselling).

## Access and Amendments to this Policy

FTI Consulting is authorized to modify this Policy unilaterally at any time, without prior notice. It may be necessary to modify this Policy, among other reasons, to maintain compliance with applicable laws, rules and regulations, Exchange Rules, or to accommodate organizational changes within our Company. FTI Consulting will announce any material revisions to this Policy. Copies of the current Policy will be available on FTI Consulting's Intranet site, Atlas. Further, a current version of this Policy will be made available on our website, at [www.fticonsulting-asia.com](http://www.fticonsulting-asia.com).

## Glossary

Term	Meaning
APRA	Australian Prudential Regulation Authority
ASIC	Australian Securities and Investments Commission
ATO	Australian Taxation Office
Corporations Act	Corporations Act 2001
ASIC Act	Australian Securities and Investments Commission Act 2001

## APPENDIX A

## Policy on Reporting Concerns and Non-Retaliation

*Issued By: Ethics & Compliance*

*Policy No.:*

*Region: Global*

*Segment: Global Employees*

*Policy Owner: Matt Pachman*

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*Policy Approver: Board of Directors*

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### Overview

FTI Consulting, Inc., which includes its direct and indirect subsidiaries and affiliates (together, “FTI Consulting” or our “Company”), is committed to ethical behavior. We strive to foster an environment where concerns can be raised and issues addressed without fear of retaliation. This Policy translates this attitude into process, and reflects our adherence to the highest prevailing standards.

This Policy is applicable to our entire Company worldwide. All of us—employees, officers and outside directors—are subject to this Policy. We are expected to become familiar with and comply with this Policy, both in letter and spirit. In addition, we have a responsibility to participate in training, and to communicate the values underlying this Policy in our interactions with fellow FTI Consulting employees and third parties.

While all of us at FTI Consulting are expected to know and follow this Policy, some exceptions may exist. For example, if specific conduct is permitted under this Policy, but is prohibited by local law, you must comply with local law. The laws of certain jurisdictions may limit the Company’s ability to protect your identity or keep reports confidential. If you are located in the Company’s European offices, please note carefully the specific provisions contained in this Policy applicable to you, as a result of data privacy and other laws in the European Union (“EU”) or the country in which you are employed.

Individuals located in Australia should also review FTI Consulting’s Australia Supplemental Whistleblower Policy.

### Reporting Improper Activity

FTI Consulting strongly encourages all of us, regardless of our location, to raise questions or concerns promptly. Doing so allows our Company to address them quickly and appropriately. This sentiment is echoed

## APPENDIX A

in our Code of Ethics and Business Conduct (“Code”) and Anti-Corruption Policy, as well as other Company policies and procedures.

You may make a report either orally or in writing (and on an anonymous basis, if preferred, and allowed by local law), as further detailed below. While any concern or question may be raised (subject to local law), some examples of reportable activities include:

- Questionable accounting practices, issues with internal accounting controls, or concerns about the accuracy of financial statements or auditing matters;
- Corporate fraud;
- Conduct that may result in a violation of applicable laws, rules or regulations by the Company, or in a substantial mismanagement of Company resources;
- Unethical or illegal business conduct, or a violation of our Code and other policies, including the Policy on Inside Information and Insider Trading;
- A violation of the rules or regulations of the principal market or transaction reporting system on which FTI Consulting's securities are traded or quoted (currently, the New York Stock Exchange) (the "Exchange Rules");
- Substantial and specific danger to the health and safety of your colleagues or the public; and
- Any other matter that you believe may adversely affect FTI Consulting or your colleagues.

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**Q:** Jeanine suspects that a supervisor in her department has been directing employees to manipulate financial statements. Recently, she overheard him instructing one of his direct reports to alter the dates on an invoice. Jeanine doesn't have any substantial evidence to back her claim, and none of her colleagues want to involve themselves in the matter. Should Jeanine still report her concerns?

**A:** Yes. Jeanine should speak with her supervisor or office manager, or any other resource with whom she feels comfortable including the resources referenced in this Policy. She has a valid reason to believe that this supervisor may be violating our Code, Company policy and the law, even if she does not have physical evidence. FTI Consulting will still investigate the matter and, whether or not misconduct by Jeanine's supervisor is revealed by the investigation, Jeanine will not be retaliated against for speaking up.

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***i. Protection From and Prohibition Against Retaliation***

FTI Consulting strictly prohibits retaliation, harassment or discrimination of any kind against anyone who makes a report in good faith. “Good faith” means you reasonably believed that your report was true, regardless of the outcome of the investigation.

In addition, our Company prohibits retaliation against anyone who refuses to carry out a directive that constitutes corporate fraud, or is a violation of applicable laws, rules or regulations), or our Code. Further, FTI

## APPENDIX A

Consulting strictly prohibits any retaliation, harassment, recrimination, or discrimination against any person who participates in an investigation of:

- Complaints about questionable accounting or auditing matters; or
- Reporting of fraudulent financial information or other improper activities as described above.

Anyone who engages in such retaliation—directly or indirectly—or encourages others to do so may be disciplined, up to and including discharge, to the extent permitted by applicable law. FTI Consulting employees, including managers, will receive training regarding the Company’s prohibition on retaliation.

**ii. How Do I Communicate My Concerns?**

Generally, your supervisor or office manager will be in the best position to quickly address a concern. However, this is not your only option. You may also communicate your concerns to FTI Consulting's Chief Risk & Compliance Officer at +1 (202) 312-9182 or via the FTI Consulting Integrity Helpline (see instructions below). You may also contact FTI Consulting's Audit Committee by sending a letter to FTI Consulting, Inc.’s offices at:

FTI Consulting, Inc.  
555 12<sup>th</sup> Street  
Suite 700  
Washington, DC 20004  
c/o General Counsel

If preferred, you may send such communications anonymously.

Additionally, you may continue to seek guidance from specific departments within your organization, depending on the type of concern you have. For example, questions or concerns relating to employment matters may be addressed with your human resources department. Similarly, questions or concerns relating to trading in FTI Consulting securities may be addressed with FTI Consulting's Chief Risk & Compliance Officer or General Counsel.

**iii. How Can the FTI Consulting Integrity Helpline Be Used to Report Concerns?**

As a publicly-traded U.S. company, FTI Consulting is required to provide a mechanism for confidential and anonymous reports. FTI Consulting maintains a “Helpline” through EthicsPoint, a third-party service provider, for that purpose.

If you are *not* EU-based, you may use the Helpline to report any known or suspected violation of law or Company policy, or to seek guidance.

If you *are* based in the EU, in some countries you may use the Helpline only to report concerns regarding:

- Questionable accounting practices;
- Issues with internal accounting controls;

## APPENDIX A

- Concerns about the accuracy of financial statements or auditing matters; or
- Concerns in the area of banking, financial crime, and anti-corruption.

Concerns or questions you have outside of those topics, or that originate in countries where the Helpline is unavailable (please check the EthicsPoint website as described below), should be raised with your supervisor, office manager, or FTI Consulting's Chief Risk & Compliance Officer.

Use of the Helpline is purely voluntary. No one will be subject to disciplinary action due to a failure to use the Helpline. Improper or abusive use of the Helpline by any person may be subject to disciplinary action.

If you wish to do so, you may report known or suspected violations to the Helpline anonymously, if allowed by local laws. However, providing your name may expedite the time it takes FTI Consulting to respond to your concern. It also allows the Company to contact you directly during an investigation, if necessary. Either way, you should treat the information that you provide as confidential, and FTI Consulting will treat the information as confidential to the extent reasonably possible. Due to certain requirements of data protection laws in Europe and other locations, the Company may be obligated to inform the subject of a reported violation that the report was filed and how he or she may exercise his or her right to access and correct the information regarding the allegation. However, in most jurisdictions this right to know or access information should not entitle the subject of the allegation to information identifying the person who reported the allegation.

#### ***iv. What are the Steps for Filing a Report on the Helpline?***

There are two ways to make a report:

- By telephone; or
- Via the Internet at [www.fticonsulting.ethicspoint.com](http://www.fticonsulting.ethicspoint.com).

##### Filing a Report by Telephone

The Helpline can be accessed by telephone:

- In the U.S. by calling 1-866-294-3576;
- In the United Kingdom ("UK"), by calling 0-800-89-0011 and dialing 866-294-3576 at the prompt; or
- From a country other than the U.S. or UK, by following the instructions for filing a report on the Internet described below until you reach the FTI Consulting landing page. On that page, click the link for the list of international access codes to find the telephone number for your location.

EthicsPoint representatives are available to answer your call 24 hours a day. They will guide you through a series of questions and file your report. You will be given a confidential report ID number. Call back or log on to the website after approximately two business days to answer any follow-up questions regarding your report.

## APPENDIX A

Filing a Report on the Internet

To file a report using the Internet, access [www.fticonsulting.ethicspoint.com](http://www.fticonsulting.ethicspoint.com), then follow the instructions on the FTI Consulting landing page to file a report.

It is crucial to submit the requested information so that the situation can be appropriately investigated and, if warranted, resolved.

**v. What Happens to the Reports I Make?**

Reports made via the Helpline are entered directly onto the EthicsPoint secure server. EthicsPoint makes these reports available only to specific individuals within our Company. The initial designated recipients of EthicsPoint Reports are FTI Consulting's Chief Risk & Compliance Officer, General Counsel, and Corporate Secretary.

Reports to the Helpline regarding accounting, auditing, or other financial matters will be forwarded to the Chief Risk & Compliance Officer and the General Counsel. They, in turn, will forward them to the Chair of the Audit Committee of FTI Consulting's Board of Directors. Reports on other subjects will be forwarded to the appropriate internal employee who is responsible for ensuring that your concern is investigated and appropriately addressed.

Reports received outside of the Helpline are administered by the Human Resources or the Chief Risk & Compliance Officer's offices, as appropriate. The dissemination of such reports is limited to the extent practicable to employees and third parties who have a need to know, or who are involved in any investigation or resolution of the subject matter of such report.

All reports from or concerning individuals located in the EU will be forwarded to the appropriate departments or individuals who should be involved in the investigation and/or resolution of the issue. Access to the reported information will be limited to a small group of personnel who understand the data protection concerns and obligations to maintain confidentiality.

When you file a report on the Helpline, you will be given a unique user name and password. After approximately two business days, and at periodic intervals, you may log back into EthicsPoint to see if any further information is requested from you. The person who received the report may have questions so that the matter can be appropriately investigated. If so, your cooperation is expected and appreciated. You should respond to any questions or requests for additional information that you receive. Remember, if you so choose, your reports will be anonymous, subject to local laws. If you wish to remain anonymous, FTI Consulting will not actively try to discover your identity. All EthicsPoint correspondence will be kept as secure as your initial report.

Receipt of all submissions that are not anonymous will be acknowledged by FTI Consulting's Chief Risk & Compliance Officer or a designee, either orally or in writing, unless the person submitting the complaint or

## APPENDIX A

concern indicates a specific preference as to how to receive the acknowledgment. Anonymous submissions received via the FTI Consulting Integrity Helpline will be acknowledged through that system. Updates will be provided as appropriate given the nature of the matter. FTI Consulting's Chief Risk & Compliance Officer or a designee will maintain a record of its response to each submission, including the date of an acknowledgment, if applicable, and any other actions taken.

**vi. Will the Company Investigate My Report?**

All reports will be investigated promptly, regardless of how they are received. The time required to complete an investigation will vary depending upon the nature of the alleged conduct and the availability of information related to it. As warranted, appropriate and permitted by applicable law, corrective actions may be taken by the Company and/or disciplinary action may be taken against the subject of the report. Any disciplinary action depends on the severity of the activity, but may include:

- A warning or letter of reprimand;
- Demotion;
- Loss of merit increase or bonus;
- Suspension without pay; and
- Termination of employment.

The specific actions taken by our Company will vary with the matter at hand and the results of its investigation. In any particular instance, our Company's actions may depend on the nature and gravity of the subject matter of the report, employee conduct, or circumstances reported, as well as the quality of the information provided.

When submitting your concerns, you are encouraged to provide accurate information with as many specifics as possible, including:

- Names;
- Dates;
- Places;
- Events that took place; and
- Your perception of why the incident may be a violation.

Further, if you are making a report or otherwise involved in an investigation, you are expected to provide all relevant information requested from you in the course of an investigation.

Among other things, the Company may enlist any of the following resources, as appropriate, in conducting an investigation:

- Board and committee members;
- Management;
- Employees;

## APPENDIX A

- Outside legal counsel; and
- Accountants or other advisors.

In conducting an investigation of your report, FTI Consulting will use reasonable efforts to protect your confidentiality and anonymity, subject to local laws. In order to protect the confidentiality of all parties, you should not expect to learn the results of an investigation other than that it has been undertaken and concluded.

Any reports regarding, or information that appears to be evidence of, improper activity received by the Company outside of the process set forth in this Policy will be promptly forwarded to FTI Consulting's Chief Risk & Compliance Officer or General Counsel. Any reports or information involving accounting or financial issues will also be forwarded promptly to the Chair of FTI Consulting's Audit Committee.

***vii. Right to Report Concerns to a Government Agency***

Nothing in this Policy or other FTI Consulting policy or employee handbook, or in any applicable employment, restrictive covenants, severance, release or other written agreement between an employee and FTI Consulting or its affiliates, (1) prohibits an employee from making reports, charges or complaints of possible violations of law or regulations a government agency in accordance with any applicable legal whistleblower protection law, even if doing so would require an employee to share confidential or other proprietary information of the Company, (2) prevents an employee from making truthful statements to any such government agency in response to legal process, required governmental testimony or filings, or administrative or arbitral proceedings, (3) prohibits an employee from collecting any financial incentives in connection with any of the foregoing activities, or (4) requires notification to, or prior approval by, FTI Consulting or its affiliates in connection with any of the foregoing activities.

## **Record Retention**

All records related to reporting and investigation under, and enforcement of, this Policy will be kept in accordance with applicable law, including applicable data protection laws, rules, and regulations. The Company will also follow applicable provisions of its internal record retention policy or practices. In addition, FTI Consulting may handle information in such manner as our Company or FTI Consulting's Audit Committee determines appropriate or as advised by counsel.

## **Amendments to this Policy**

FTI Consulting's Audit Committee and Board of Directors are authorized to modify this Policy unilaterally at any time, without prior notice. This includes, without limitation, to outsource administration of this Policy, as

## APPENDIX A

set forth in the following section. It may be necessary to modify this Policy, among other reasons, to maintain compliance with U.S. local, state, and federal laws, rules and regulations and non-U.S. laws, rules and regulations, Exchange Rules, or to accommodate organizational changes within our Company. FTI Consulting will announce any material revisions to this Policy and will make copies of the then-current Policy available. Further, a current version of this Policy will be made available on our website, at [www.fticonsulting.com](http://www.fticonsulting.com). Employees can also access the policy on FTI Consulting's Intranet site, Atlas.

### Outsourcing Compliance

If deemed appropriate or necessary, the Audit Committee may change, terminate, or engage another third-party service provider to administer a "hotline" or to otherwise manage this Policy. If the obligations of our Company and representatives are outsourced to another third-party provider, we expect that telephone as well as Internet communication options will be maintained.

Any information relayed through a third-party provider will be routed promptly to the appropriate Company designated representative. Any such third-party provider must:

- Be a nationally-recognized firm for purposes of such services;
- Have sufficient resources to permit communications 24 hours a day, seven days a week;
- Efficiently and confidentially relay communications to the appropriate persons at the Company; and

Correspond regularly with the designated representative to ensure that the Policy and the outsourcing thereof are functioning appropriately and efficiently.