



AUSTAR United Communications Limited

ABN 088 087 695 707

Whistleblower Policy

Austar United Communications Limited
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AUSTAR United Communications Limited (the Company)

Whistleblower Policy

1. Objective

AUSTAR United Communications Pty Ltd (AUC), through its Board, wishes to adopt a high standard of corporate governance, compliance and ethical behaviour. As part of this strategy the Board encourages the reporting of matters that may cause financial or non financial loss to the Company or damage to the Company's reputation.

The Board wants to ensure that the Company can effectively deal with reports from whistleblowers and establish policies for the protection of whistleblowers against reprisal by any person internal or external to the Company.

This policy covers the procedures for dealing with reports of suspected improper conduct and also addresses the protection of individuals making those reports.

2. Policy

2.1 Definitions

2.1.1 Whistleblowing

For the purpose of this policy, whistleblowing is defined as:

"The deliberate, voluntary disclosure of individual or organisational misconduct by a person who has or had privileged access to data, events or information about an actual event, suspected or anticipated wrongdoing within or by an organisation that is within its ability to control."

2.1.2 Whistleblower

For the purpose of this policy, whistleblower is defined as:

"Any employee, director, related officer or contractor of any member of AUC's Group of Companies, who whether anonymously or not makes attempts to make a disclosure as defined in 2.1.1".

2.1.3 Improper Conduct

For the purpose of this policy, improper conduct is defined as:

- a. conduct violating any applicable laws
- b. fraudulent activity
- c. violations of accounting, auditing or internal controls matters
- d. improper dealings with government officials such as bribery
- e. a substantial mismanagement of AUC's resources;
- f. conduct involving substantial risk to public health or safety; or
- g. conduct involving risk to AUSTAR's reputation that would, if proven, constitute by a member of the AUC group or it's employees
 - (i) a criminal offence;
 - (ii) reasonable grounds for dismissing or dispensing with, or otherwise terminating, the service of AUC Group personnel who was, or is, engaged in that conduct; or
 - (iii) reasonable grounds for disciplinary action
- h. Any other conduct that constitutes a violation of AUSTAR's Code of Conduct

2.1.4 Protected Disclosure

For the purpose of this policy, protected disclosure is defined as:

“any good faith communication based on reasonable grounds that discloses or demonstrates an intention to disclose information that may evidence improper conduct”

2.2 Procedures for dealing with reports of suspected improper behaviour

2.2.1 Reporting of suspected improper behaviour

If employees suspect that any conduct has occurred which is within the definitions of this policy, they must immediately contact their Manager, Human Resources or Corporate Development Department to report the breach.

Alternatively, breaches may also be reported directly to members of AUSTAR’s Risk Management Committee, who are:

- Group Director Corporate Development;
- Chief Financial Officer;
- Director Employee and Organisation Development; and
- Fraud Investigation Manager.

Should any of these members be suspected of a breach of this policy, or if for any reason an employee is not comfortable reporting to a member of Risk Management Committee, then reports of breaches should be directed to the Chairman of the Board’s Audit & Risk Committee.

In addition, for breaches involving accounting, auditing and internal control matters, employees may also direct their suspected breaches to Liberty Global, Inc by letter or fax to:

The General Counsel of Liberty Global, Inc.
12300 Liberty Boulevard, Englewood, Colorado 80112 USA
Facsimile No 0011 1 (720) 875 5858

For any non employees who suspect a breach of this policy, reports can be made to their key AUSTAR contact or to members of AUSTAR’s Risk Management Committee.

Contact details are contained for the relevant employees and Committee members at the end of this policy.

Failure by employees to report improper behaviour in accordance with this policy may result in disciplinary action. All reported breaches of this policy are to be advised to the Group Director, Corporate Development.

The Group Director, Corporate Development is then required to report all breaches and suspected breaches of this policy to the Chairman of the Board’s Audit & Risk Committee. Such reporting will maintain, where possible, obligations of confidentiality under the policy.

In addition, any reporting of improper behaviour involving accounting, auditing and internal control matters will be reported to the General Counsel of Liberty Global, Inc.

2.2.2 Making an Anonymous Complaint

AUSTAR does encourage open and honest communication. If, however, employees or others need to communicate their concerns anonymously they may do so. It should be noted that it is often more difficult to investigate properly matters communicated anonymously.

Anonymous complaints may be directed in writing to any member of AUSTAR’s Risk Management Committee or to the Chairman of the Board’s Audit & Risk Committee. Contact details are contained at the end of this policy.

Alternatively, breaches or suspected breaches related to accounting, auditing and internal control matters can be directed anonymously to:

General Counsel of Liberty Global Inc,
12300 Liberty Boulevard,
Englewood, Colorado 80112 USA

2.2.3 Investigation Procedure

An investigator or investigators will be appointed, dependent upon the nature of the suspected breach. The investigator's role is to ensure the accuracy of the disclosure and the extent of non-compliance as a matter of priority.

The investigator must take all reasonable steps to ensure that the investigations into disclosures are fair and unbiased. This means that:

- any person who may be affected by the investigation should have the opportunity to put their case and to be aware of the allegations and evidence against them;
- the investigator will obtain specialist, independent advice on matters outside the knowledge or expertise of the investigator and all employees of AUSTAR are required to assist the investigator to the maximum possible extent in carrying out the investigation; and
- investigations will be carried out as fast as reasonably practicable and with a degree of confidentiality consistent with the seriousness of the allegations raised.

The investigator will keep detailed records of all interviews conducted and all records reviewed which affect the outcome of the investigation.

At the end of the investigation, the investigator must submit a report to the Group Director, Corporate Development. This report should summarise the conduct of the investigation and the evidence collected, draw conclusion about the extent of any non-compliance, and recommend action to remedy the non-compliance and ensure that it does not recur.

The Group Director, Corporate Development is required to report breaches to the Chairman of the Board's Audit & Risk Committee.

2.3 Protection of individuals making reports

AUC is committed to the protection of genuine whistleblowers against action taken in reprisal for the making of protected disclosures.

All reasonable steps will be taken to protect the identity of the whistleblower.

AUC forbids any employees from acting in a way, which penalises any person who has made a disclosure under this policy. This includes any reprimand, reprisal, change in work duties, damage to career prospects or reputation, threats etc.

The investigator will keep the whistleblower informed of the action taken in relation to their disclosure.

Whilst AUC is committed to protecting the identity of people who make a disclosure under this policy, there may be occasion when this is not possible. For example where the investigation leads to charges being made in court or where the nature of the allegation is such that the identity of the person can be deduced from the information made available.

2.4 Whistleblowers implication in improper conduct

AUC acknowledges that the act of whistleblowing should not shield whistleblowers from the reasonable consequences flowing from any involvement in improper conduct. A person's liability for their conduct is not affected by the person's disclosure of that conduct. However, in some circumstances, an admission may be a mitigating factor when considering disciplinary action.

3. Review of Policy

This policy will be reviewed from time to time to ensure it remains relevant and effective.

4. Risk Management Committee - Contact Details

Deanne Weir	Group Director, Corporate Development 02 9295 0103 AUSTAR United Communications Limited Level 1 46-52 Mountain Street, Ultimo Locked Mail Bag A3940, South Sydney NSW 1235 Australia
Philip Knox	Chief Financial Officer 02 92950109 AUSTAR United Communications Limited Level 1 46-52 Mountain Street, Ultimo Locked Mail Bag A3940, South Sydney NSW 1235 Australia
Fiona Cottrell	Director, Employee & Organisation Development 02 9295 0110 AUSTAR United Communications Limited Level 1 46-52 Mountain Street, Ultimo Locked Mail Bag A3940, South Sydney NSW 1235 Australia
Steve Reynolds	Fraud Investigations Manager 0755 606 881 AUSTAR United Communications Limited 35 Robina Town Centre Drive, Robina Locked Mail Bag 2000 Gold Coast Mail Centre QLD 9726 Australia

5. AUC Board's Chair, Audit & Risk Committee

Roger Amos	AUC Board's Chair, Audit & Risk Committee AUSTAR United Communications Limited Level 1 46-52 Mountain Street, Ultimo Locked Mail Bag A3940, South Sydney NSW 1235 Australia
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John Porter
CEO