

Policy:

Speak Up Policy

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Process Owner
General
Counsel &
Company
Secretary

1. Overview

Australian Motoring Services Pty Ltd (“AMS”) and its wholly owned subsidiaries (“AMS Group”, “we” or “us”) are committed to upholding highest standards of conduct and ethical behavior in our business activities and to promoting and supporting a culture of ethical behavior, corporate compliance and good corporate governance where our people feel safe to speak up.

The purpose of this Speak Up Policy (**Policy**) is to encourage and promote a culture of openness and acceptance in reporting misconduct within AMS Group and encourage individuals to report any concerns about misconduct without fear of victimization.

This Policy is an important tool for helping AMS Group to identify and address issues or wrongdoing that may not be uncovered unless there is a safe and secure means for disclosing them. In this Policy, we explain how to make a disclosure about serious misconduct, including behaviors or events you suspect are illegal, unethical, fraudulent or undesirable involving AMS Group’ businesses and provides protections so that those persons who make a report may do so without fear of intimidation.

2. Who does this policy apply to?

This policy applies to a number of persons within and outside AMS Group who can make a disclosure that qualifies for protection under the Whistleblower Protection Laws, including:

- An officer or employee of AMS (or a wholly owned subsidiary of AMS), including current and former employees who are permanent, part-time, fixed term or temporary, interns, secondees, managers and directors;
- A supplier of services or goods to AMS (or a wholly owned subsidiary of AMS) whether paid or unpaid, including their employees (e.g. current and former contractors, consultants, service providers and business partners);
- An associate of AMS (or a wholly owned subsidiary of AMS); and
- A relative, dependent or spouse of current and former employees of AMS (or a wholly owned subsidiary of AMS), contractors, consultants, service providers, suppliers and business partners.

(collectively referred as “you” or “**Eligible Whistleblower**”)

3. Definitions

“**Disclosable matters**” means information that the discloser has reasonable grounds to suspect concerns Misconduct, or an Improper State of Affairs or Circumstances relating to AMS (or a wholly owned subsidiary of AMS).

“Eligible Recipient” means a person who can receive disclosures that qualify for protection as a whistleblower under the Whistleblower Protection Laws, including:

- An officer (including Directors and Company Secretary) or senior manager of AMS or related body corporate;
- A member of the Audit and Risk Management Committee of AMS or related body corporate;
- Any Whistleblower Protection Officer;
- The Speak-up Hotline service;
- The internal or external auditor (including a member of an audit team conducting an audit) or actuary of AMS or related body corporate; and
- A person authorised by AMS to receive protected disclosures (ie Whistleblower Protection Officers).

“Emergency Disclosure” means an emergency report of Misconduct or an Improper State of Affairs or Circumstances to a member of the parliament of the Commonwealth or a State or the legislature of a Territory, or a Journalist in accordance with this Policy.

“Journalist” means a person who is working in a professional capacity as a journalist for a newspaper, magazine, radio or television broadcasting service or certain other electronic services similar to newspaper, magazine or radio that operate on a commercial basis or by a body providing a national broadcasting service.

“Misconduct or an Improper State of Affairs or Circumstances” includes conduct which:

- constitutes an offence against, or in contravention of, a provision of the *Corporations Act 2001* (Cth), the *Australian Securities and Investment Act 2001* (Cth) or an instrument made under one of those Acts;
- constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more (for example tax laws and foreign bribery laws); or
- is prescribed by Australian law.

“Public Interest Disclosure” means the disclosure of a report of Misconduct or an Improper State of Affairs or Circumstances to a member of the Parliament of the Commonwealth, a State or a legislature of Territory, or a Journalist in accordance with this Policy.

“Whistleblower Protection Laws” means the *Corporations Act 2001* (Cth) and the *Taxation Administration Act 1953* (Cth) and other legislations that provide legally enforceable protections for people who make disclosures. In this Policy the relevant provisions of these Acts are referred to as the Whistleblower Protection Laws.

4. What matters you should speak up about?

We encourage you to speak up about concerns about any of the following types of issues:

- Financial malpractice;
- Impropriety or fraud;
- Failure to comply with a legal obligation or statute, including the whistleblower provisions of the Corporations Act;
- Serious actions which endanger the health and safety of staff or the public (please refer to the AMS Work Health and Safety Policy);
- Actions which cause serious damage to the environment;

- Criminal offences;
- Improper conduct or unethical behavior; and
- Attempts to conceal any of this type of conduct.

5. When is a disclosure a protected disclosure?

In order for the Australian legislative protections to apply, your disclosures must meet each of the following criteria:

- (a) you must be an Eligible Whistleblower;
- (b) your disclosure must relate to a Disclosable Matter (ie, you must have reasonable grounds to suspect that the information you disclose concerns Misconduct or an Improper State of Affairs or Circumstances in relation to AMS Group; and
- (c) you must make the disclosure to an Eligible Recipient or to ASIC, APRA or another Commonwealth body prescribed by the Australian regulations.

Disclosable Matters may also include conduct that may not involve a contravention of a particular law. Information that indicates a significant risk to public health and safety or the stability of, or confidence in, the financial system may also be a Disclosable Matter.

The Whistleblower Protection Laws do not give disclosers immunity from legal liability for their own misconduct so you must not yourselves engaged in serious misconduct or illegal activity, in relation to the reported conduct. We recommend you seek independent legal advice if you are concerned about how this affects you.

You can still qualify for protection even if your disclosure turns out to be incorrect. However, a report may have serious consequences, including potential damage to the reputation of people who are subject of allegations of wrongdoing, therefore, it is important that those who make a report under this Policy do so based on Reasonable Grounds for believing that the information being reported is true or likely to be true. Reasonable Grounds, means a set of facts or circumstances which goes beyond mere suspicion, and which would satisfy an ordinary cautious and prudent person.

Reports that are not about Disclosable Matters do not qualify for protection under the Whistleblower Protection Laws.

6. Personal work-related grievances

Disclosures that relate solely to personal work-related grievances do not qualify for protection under the Whistleblower Protection Laws, unless they concern an alleged victimization under those laws or misconduct that is a Disclosable Matter. For example, an interpersonal conflict between the discloser and another employee, or a decision about the engagement, transfer or promotion of the discloser.

7. How do I speak up?

You can speak up by raising a concern to your direct manager. If you do not feel comfortable raising the concern to your direct manager, you can raise this with any of the Whistleblower Protection Officers appointed by AMS: Leally Chen, General Counsel & Company Secretary and Rosanne Nicolazzo, General Manager – People & Culture.

7.1 Speak-up Hotline

Alternatively, AMS has an external and independent whistleblower service dedicated to receiving reports from you. You can make a disclosure directly to **ProAct Link**, which is operated by ProActive Strategies Pty Ltd ("Speak-up Hotline").

Speak-up Hotline (ProAct Link) reporting options are:

- Online: www.proactlink.com.au
- Phone: 1800 888 340
- Email: report@proactlink.com.au

You can identify yourself or remain anonymous when you make a report to ProAct Link. If you disclose your identity to ProAct Link, you can request that your identity not be disclosed to AMS. ProAct Link will not disclose your identity to AMS without your consent unless it is legally required to do so. After it receives a disclosure, ProAct Link will provide details of that disclosure to the nominated AMS Whistleblower Protection Officers. ProAct Link is considered to be an Eligible Recipient.

7.2 Eligible Recipients

You can also directly raise your concerns to any one of AMS's Eligible Recipients if you become aware of any issue or behavior which you consider to be a disclosable matter. Eligible Recipients includes:

- An officer (including Directors and Company Secretary);
- A member of the Audit and Risk Management Committee;
- Senior manager of AMS or its subsidiaries (refer to below for the list of senior managers); and
- Whistleblower Protection Officers appointed by AMS.

Senior managers of AMS and its subsidiaries within AMS Group are members of the AMS Executive Team, currently comprising:

- Michael Reed, Group CEO;
- Priya Derbyshire, CFO;
- Narelle Stack, Head of Assist;
- John Sullivan, Chargefox CEO;
- Rosanne Nicolazzo, General Manager – People & Culture;
- Leally Chen, General Counsel & Company Secretary;
- George Fattouche, Chief Information and Technology Officer; and
- Alex Scarpino, General Manager, Travel & Rewards.

The Whistleblower Protection Officers appointed by AMS are:

- Leally Chen, General Counsel & Company Secretary; and
- Rosanne Nicolazzo, General Manager – People & Culture.

A disclosure may also be posted to c/- Level 4, 473 Bourke Street, Melbourne VIC 3000 (marked to the attention of any one of the AMS Eligible Recipients referred to above).

Under the Corporations Act, you may also raise the matter with an "officer" or "senior manager" of AMS (or a wholly owned subsidiary of AMS). These are defined in the *Corporations Act* as "a director, or a senior manager in the company who makes, or participates in making, decisions that affect the whole or a substantial part, of the business of the company, or who has the capacity to affect significantly the company's financial standing."

A protected whistleblower disclosure can also be made to:

- AMS's external auditor (Moore Stephens) or a member of that audit team;
- Australian Securities and Investments Commission ("ASIC");

- Australian Prudential Regulation Authority (“APRA”);
- A legal practitioner (for the purposes of obtaining legal advice or legal representation about the whistleblower provisions in the Corporations Act); or
- A journalist or parliamentarian in certain circumstances (note that it is important for a discloser to understand the criteria for making a Public Interest Disclosure or Emergency Disclosure).

Please contact AMS General Counsel and Company Secretary if you would like more information about emergency disclosure and public interest disclosure. You should contact an independent legal advisor before making an emergency or public interest disclosure.

8. Can I speak up anonymously?

You can speak up anonymously and still be protected under the Whistleblower Protection Laws. You can also choose to remain anonymous while making a disclosure, over the course of an investigation and after the investigation is finalised. You can also refuse to answer questions that you feel could reveal your identity at any time, including during follow up conversations and after the investigation is finalised.

However, making an anonymous disclosure can make it more difficult for us to thoroughly investigate, as the investigator is unable to ask you questions about the information provided. If you choose to remain anonymous in your whistleblower disclosure, please provide **as much detail as possible** in your disclosure about the issue.

AMS may also adopt measures for protecting anonymity, including adopting pseudonyms for disclosers for the purpose of their disclosure.

9. What support and protection will be given to me, if I make a whistleblower disclosure?

Under the Whistleblower Protection Laws, there are various protections that are available to disclosers who qualify for protection as a whistleblower. These protections apply not only to internal disclosures within AMS, but to disclosures to legal practitioners, regulatory and other external bodies, and public interest and emergency disclosures that are made.

The protections include the following:

(a) Identity Protection (Confidentiality)

We will treat all disclosures in a confidential and sensitive manner. Your identity will be kept confidential and AMS will only share your identity as a whistleblower or information likely to reveal your identity if:

- (i) you consent;
- (ii) the complaint is reported to ASIC, APRA, the Tax Commissioner (“ATO”) or the Australian Federal Police (“AFP”)
- (iii) the complaint is reported to a legal practitioner (for the purposes of obtaining legal advice or legal representation about the whistleblower provisions in the Corporations Act).

(b) Protection from detrimental acts or omissions

Detrimental conduct that is prohibited under the law includes dismissal, injury of an employee in his or her employment, demotion, harassment, discrimination, bias, threats, disciplinary action, and damage to a person’s reputation or property.

If you are subjected to detrimental conduct as a result of making a disclosure under this policy, you should inform the Whistleblower Protection Officer referred to in this policy immediately. Decisions regarding response and investigation methods will be made in consideration of protecting you against these risks, and suitable measures will be considered and implemented to mitigate these risks as required.

AMS also provide employees with access to an Employee Assistance Program (EAP) which provides employees with confidential counselling support. A discloser can also seek independent legal advice or contact regulatory bodies, such as ASIC, APRA or the ATO, if they believe they have suffered detriment, loss or injury because of a disclosure.

If you believe your confidentiality has been breached by AMS in relation to your disclosure, please contact Whistleblower Protection Officer or the Whistleblower Hotline service.

(c) Compensation and other remedies

Disclosers who qualify for protection as a whistleblower under the Corporations Act (or any other employee or person) can seek compensation and other remedies through the Courts if:

- (i) they suffer loss, damage or injury because of a disclosure; and
- (ii) AMS fails to take reasonable precautions and exercise due diligence to prevent the detrimental conduct.

(d) Civil, criminal and administrative liability protection

Disclosers who qualify for protection as a whistleblower under the Corporations Act will be immune from any civil, criminal or administrative legal action (including disciplinary action) for making the disclosure. It is important to note that the various protections under the Corporations Act for disclosers do not grant immunity for any misconduct a discloser has engaged in that is revealed in their disclosure.

10. What if someone lodges a vexatious or malicious complaint?

In very rare cases, people make complaints for malicious or vexatious reasons (in bad faith). If a disclosure is proven to be malicious or vexatious, you will not be able to access the whistleblower protections and we may take disciplinary action against the person who lodged that disclosure and deliberate false reporting will not be tolerated.

11. How will a whistleblower disclosure be investigated and how will AMS ensure fair treatment of individuals mentioned in a disclosure?

AMS will investigate all matters reported under this Policy as soon as practicable after the matter has been reported, where it is practical and appropriate to investigate. If you make a whistleblower complaint, it will be referred to the Whistleblower Protection Officers who will review the report and escalate as appropriate and co-ordinate/conduct any required investigations. AMS may engage the services of external investigators as required and appropriate.

If your complaint is against a senior manager or is related to the actions of a senior manager (ie, direct reports to the Group CEO), the complaint will be passed to either the Group CEO or a member of the Audit and Risk Management Committee for investigation (as appropriate) with support from the Whistleblower Protection Officers (unless the complaint relates to themselves). Any complaint against the Group CEO will be passed to the Chairman of the Board.

The investigation will be conducted in an objective and fair manner observing the rules of natural justice and the provisions of procedural fairness, having regard to the nature of the conduct reported and the circumstances. As soon as practicable upon receipt of a complaint (if the report is not anonymous), the

Whistleblower Protection Officer investigating the disclosure will contact you to discuss the investigation process, including who may be contacted and such other matters as are relevant to the investigation.

Where a disclosure is submitted anonymously, AMS will conduct the investigation and its enquiries based on the information provided to it.

Unless there are confidentiality or other considerations that preclude it, persons to whom the report relates (the subject of allegations) will be informed of any allegation at an appropriate time and given the chance to respond to those allegations. The investigation process will be conducted so as to protect all paper and electronic documents and other materials relating to the disclosure from unauthorised access. The employees involved may also contact AMS EAP services.

At the conclusion of the investigation, where the discloser has provided a means of contact, we will provide feedback to you regarding the investigation's progress or outcome (subject to considerations of the privacy of those against whom allegations are made). If you reported through the Whistleblower Hotline Services, feedbacks may be provided to you via that service.

If you are dissatisfied with the outcome, you may request that the complaint be reviewed by the Group CEO or suitably appointed person or body. Following its review, you will be notified of the review outcome.

12. Will I be protected against detrimental conduct for making a disclosure?

AMS is committed to ensuring that those who make a disclosure are treated fairly and do not suffer detriment or victimization. Detrimental treatment includes dismissal, demotion, harassment, discrimination, disciplinary action, bias, threats or other unfavorable treatment connected with making a complaint.

We will not penalize you or disadvantage you in your employment because you have made a whistleblower disclosure. It is important to note that a discloser can still qualify for protection even if their disclosure turns out to be incorrect.

If you victimize another employee, treat them less favorably or subject them to detrimental action for having made or being involved in a whistleblower disclosure, you will be subject to disciplinary action which may include dismissal.

However, detrimental conduct does not include reasonable administrative actions or managing an employee's unsatisfactory work performance.

13. Where can I go for advice or assistance?

If you have any questions about this policy or the whistleblower process, please contact the AMS General Counsel & Company Secretary, Leally Chen.

14. Reporting procedures

The General Counsel & Company Secretary will report to the AMS Audit and Risk Management Committee annually on the number and type of whistleblower incident reports, to enable AMS to address any issues at business unit level.

15. Review of this Policy

This Policy will be reviewed every two years or as otherwise deemed necessary in the event of changes to legislation, procedures or workplace environment. The review will take place in consultation with senior management, and the AMS Audit and Risk Management Committee. This Policy cannot be amended without approval of the AMS Audit and Risk Management Committee.

Training in relation this Policy, processes and procedures will be provided to all AMS Eligible Recipients and employees that will have a role under this Policy.

This Policy will be made available to officers and employees via the AMS intranet and will also be available to disclosers who are not directly employed, although are associated with AMS Group on AMS website.

16. Related documents

AMS Health and Safety Policy

AMS Grievance Policy

This policy was endorsed by the Audit and Risk Management Committee on 28 September 2023 and approved by the Board on 18 October 2023.