

Whistleblower Policy

Autosports Group Limited ACN 614 505 261

1.0 Purpose

Autosports Group Limited and its subsidiaries (together the **Group**) are committed to providing an environment where people feel safe and protected to raise concerns while operating our business ethically in line with our Code of Conduct.

While we encourage all employees to raise any concerns in relation to the Group, people who make a report in relation certain types of conduct may be protected by legislation, which is referred to as **Whistleblowing**. This Policy forms the basis of how the Group has implemented its whistleblowing processes and procedures.

This Policy explains:

- Who can raise a concern under this policy;
- How you can report a concern under this policy and who they can be raised to;
- What types of concerns are treated as a protected disclosure under this policy;
- How protected disclosures are investigated; and
- The protections and supporting actions available to anyone raising a protected disclosure.

This Policy has been developed to comply with:

- the Australian whistleblower protection legislation set out in the *Corporations Act 2001* (Cth) (**Corporations Act**); and
- the New Zealand whistleblower protection legislation set out in the Protected Disclosures (Protection of Whistleblowers) Act 2022 (**Protected Disclosures Act**).

Together, these are referred to in this Policy as the **Whistleblower Legislation**.

There are some important differences between how this Policy applies in Australia and New Zealand, so please read it carefully.

2.0 Scope

This Policy applies to the Group, and each of its officers and employees. The principles of this Policy also apply to Eligible Whistleblowers who make a report in relation to a Disclosable Matter.

3.0 Principles

3.1 Who is an Eligible Whistleblower

An **Eligible Whistleblower** is someone who raises a protected disclosure and is:

- any current or former officer, employee, secondee or volunteer of any Group company; or
 - any current or former Group supplier, contractor or consultant (including any of their employees), associate; and
- any current or former relative, dependent or spouse of any of the above.

3.2 What is a Disclosable Matter?

A **Disclosable Matter** is any misconduct or improper state of affairs or circumstances, including any unlawful, unethical or irresponsible behaviour, in relation to the Group. A Disclosable Matter can be reported to specific people to gain protection at law.

An Eligible Whistleblower qualifies for protection under the relevant Whistleblower Legislation

if:

- they have made a disclosure of information, and they have reasonable grounds to suspect the information concerns a “Disclosable Matter”;
- the disclosure is not made in bad faith or is not based on deliberately false information or reporting; and
- the disclosure is made directly to an “eligible recipient”, or other people as prescribed by the relevant Whistleblower Legislation (as set out in the **Appendix**).

In Australia, whistleblower protections also extend to Eligible Whistleblowers who:

- have made a disclosure to a lawyer to obtain legal advice or legal representation about the operation of the whistleblower provisions in the Corporations Act; or
- have made an emergency disclosure or a public interest disclosure (as set out in the **Appendix**).

Where there are other concerns that are not specifically covered by this Policy, we encourage people to raise these with their manager, or State HR Manager.

Examples of Disclosable Matters can include:

- illegal, fraudulent, dishonest, corrupt or unethical conduct;
- a serious risk to the health and safety of the public or an individual;
- offering or receiving a bribe, or accepting an unlawful payment or other benefit from a supplier;
- failure to comply with relevant laws and regulations; or
- engaging in victimisation or retaliation against anyone making an eligible disclosure

Additionally, In New Zealand, a Disclosable Matter includes any act, omission or course of conduct in or by an organisation that is:

- an offence;
- a serious risk to public health, public safety or the health or safety of any individual or the environment;
- a serious risk to the maintenance of law, including the prevention, investigation, and detection of offences or the right to a fair trial;
- an unlawful, a corrupt, or an irregular use of public funds or public resources; or
- oppressive, unlawfully discriminatory, or grossly negligent, or that is gross mismanagement, and is done (or is an omission) by a person performing (or purporting to perform) a function or duty or exercising (or purporting to exercise) a power on behalf of a public sector organisation or the Government.

3.3 What is not a Disclosable Matter?

Personal work-related grievances are generally not classified as eligible disclosures. These are grievances such as interpersonal conflicts, decisions relating to transfers, promotions or terms of employment, decisions to suspend or terminate employment and other employee disciplinary matters. Personal work-related grievances should be raised with your state HR Manager in the first instance and will be addressed under the Grievance Policy.

In limited circumstances, a personal work-related grievance may qualify for protection if the grievance:

- involves a significant or systemic issue which amounts to misconduct for the Company; or
- involves actual or threatened detriment to any who either has raised a reportable concern, or they suspect of having made, or planning to raise a reportable concern.

If unsure, an Employee is encouraged to seek clarification from one of the whistleblower reporting channels listed within this Policy.

3.4 Who can a whistleblower report be made to?

There are various channels open to Eligible Whistleblowers wishing to report a Disclosable Matter.

The channels below may receive disclosures that will qualify for protection. We encourage everyone to initially make your disclosure internally to our Whistleblower Protection Officer. Otherwise, they can be raised through our independent and confidential external service operated by Grapevine on behalf of the Group.

Whistleblower Protection Officer	Brian Logan whistleblower@autosportsgroup.com.au	
Grapevine www.autosports.grapevine.com.au	Australia	New Zealand
	1300 933 977	+64 9 969 3355

You can also report a Concern to any Eligible Recipient as provided in the Appendix.

3.5 Confidentiality and anonymity

All allegations of a Disclosable Matter raised and investigated under this Policy will be treated as confidential. This applies to all disclosures made under this policy regardless of whether the matter is found to qualify for protection under the Whistleblower Legislation.

Subject to the exceptions in the Whistleblower Legislation (see section 3.6 below), it is illegal for a person to identify a whistleblower or disclose information that is likely to lead to the identification of a whistleblower.

Where it is reasonably necessary for investigation of an allegation, the Company may reveal information that could lead to your identification, however, the Company will not disclose information to anyone not connected with the investigation without the consent of the person raising the concern, unless obliged to do so by law.

A whistleblower has the option of disclosing anonymously or identifying themselves when making a disclosure of any alleged Disclosable Matter in accordance with this Policy and the Whistleblower Legislation.

Where a whistleblower wishes to make an anonymous disclosure, they are encouraged to do so via Grapevine.

Whistleblowers are encouraged to make disclosures on a non-anonymous basis wherever possible, as it will often assist in conducting a more thorough and effective investigation. Eligible Whistleblowers can choose to remain anonymous when making the disclosure and can request anonymity during an investigation. Additionally, they are able refuse to answer questions they feel could reveal their identity, including in follow up conversations.

Qualifying disclosures that are made anonymously still qualify for protection under the relevant Whistleblower Legislation.

A discloser can contact the Whistleblower Protection Officer or seek independent legal

advice to obtain additional information before making a disclosure. In New Zealand, a discloser can contact the Ombudsman for advice.

3.6 Exceptions

Subject to compliance with legal requirements, upon receiving a qualifying disclosure, the Group will only share an Eligible Whistleblower's identity as a whistleblower, or information likely to reveal a whistleblower's identity, if the discloser consents, or it is reasonably necessary for investigating the issues raised in the disclosure.

There are additional specific circumstances in Australia and New Zealand where information may be disclosed.

Australia	New Zealand
<p>Information may be disclosed if:</p> <ul style="list-style-type: none"> the concern is reported to ASIC, APRA, the Tax Commissioner or the Australian Federal Police; or the concern is raised with a lawyer for the purpose of obtaining legal advice or representation 	<p>The discloser must be consulted before the release of confidential information that is required:</p> <ul style="list-style-type: none"> for the effective investigation of the; or to comply with the principles of natural justice
	<p>The discloser must, if practicable, must be consulted before the release of confidential information that is required:</p> <ul style="list-style-type: none"> to prevent a serious risk to public health, public safety, the health or safety of any individual, or the environment to an investigation by a law enforcement or regulatory agency for the purpose of law enforcement

3.7 Support and practical protection for whistleblowers

The Group will take reasonable measures to protect the identity of an Eligible Whistleblower and any information within a disclosure likely to identify the Eligible Whistleblower, which may include but is not limited to:

- ensuring that files and records created from and investigation or in connection to an investigation are retained securely;
- using a pseudonym to refer to the Eligible Whistleblower and the disclosure;
- limiting access of information to those directly involved in investigating the disclosure; and
- providing appropriate training about confidentiality requirements and consequences of breaching confidentiality to individuals involved in investigating the disclosure.

Unauthorised release of information to someone not involved in the investigation without the Eligible Whistleblower's consent will be considered a breach of this Policy.

3.8 Detrimental behaviours

It is a breach of this Policy for any employee to cause detriment to a whistleblower who discloses, or who is believed to have disclosed any matter under this Policy.

It is also unlawful to engage in any victimisation of or retaliation against an Eligible Whistleblower for having made a qualifying disclosure.

Any detrimental conduct will be investigated and anyone engaging in detrimental conduct

may be subject to disciplinary action, including and up to dismissal.

Detrimental acts include, but are not limited to:

- dismissal or change of role to the disadvantage of the discloser
- injury including psychological harm;
- bullying, harassment or intimidation;
- damage to property, reputation, business or financial position or to a person; or
- reprisals from other Employees, including harassment, intimidation and discrimination;

The Group may implement actions to support a discloser which are not considered detrimental conduct. This may include making changes to working arrangements, such as work location, working hours or role.

Where risk associated with any detrimental conduct are identified, an assessment will occur, and action taken as appropriate.

3.10 Compensation and other remedies

In some circumstances, an Eligible Whistleblower can seek compensation and other remedies through the courts if they suffer loss, damage or injury due to a discloser, and the Company did not take reasonable precautions and exercise due diligence to prevent the detrimental conduct.

If a discloser has suffered detrimental conduct, they can seek compensation and other remedies through the courts if:

- they suffer loss, damage or injury due to a disclosure; and
- the company did not take reasonable actions to prevent the detrimental conduct.

Whistleblower Legislation provides additional legal protections against civil and criminal liability for making the disclosure. In Australia these protections extend to administrative liability and in New Zealand, disciplinary proceedings.

It is important to note that the above protections do not grant immunity to a whistleblower, for any misconduct the whistleblower has engaged in, or if they were involved in the wrongdoing.

3.11 Escalation of issues

Any whistleblower who feels:

- they are experiencing, or believe they may experience detrimental conduct; or
- they are concerned with the actions taken under this policy (including a potential breach of confidentiality)

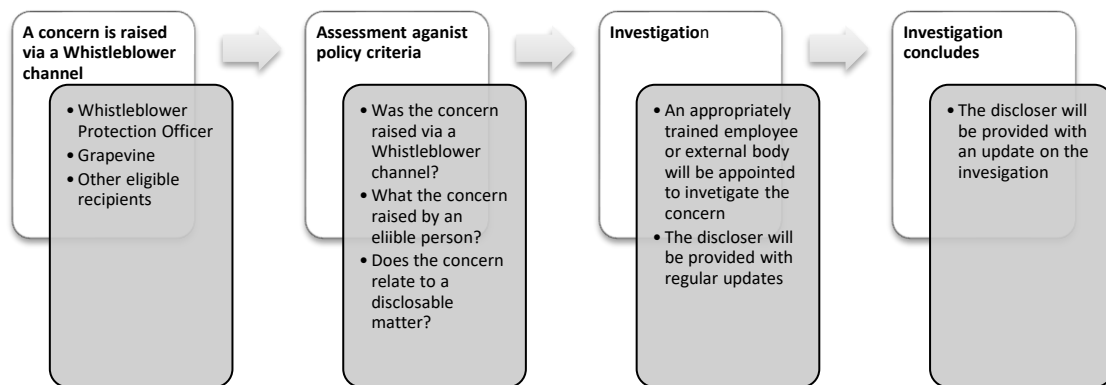
should contact the Whistleblower Protection Officer (refer to Appendix for contact details).

In Australia, a whistleblower may also wish to lodge a complaint with a regulator, such as ASIC, APRA or the Australian Taxation Office for investigation. In New Zealand, a whistleblower may be entitled to bring a personal grievance under the *Employment Relations Act 2000* or the *Human Rights Act 1993* and may be entitled to remedies under those Acts.

3.12 Investigation process

All whistleblower reports on Disclosable Matters will be investigated in a fair, objective and timely manner as the circumstances allow, investigations will typically follow the process as

demonstrated below:



Reports will be reviewed initially by the Whistleblower Protection Officer to determine if the report falls within the scope of this Policy.

The investigation will be undertaken by someone independent of the Eligible Whistleblower, the individuals who are the subject of the report, and the dealership, department or business unit involved.

Where an investigation is undertaken, the objective is to determine whether the allegations can be substantiated. The timeframe for an investigation can vary depending on the nature of the report. The Whistleblower Protection Officer will provide updates on the investigation status to the whistleblower on a regular basis.

Subject to any restrictions on other reasonable basis, persons against whom allegations have been made will be informed of the allegations and provided with an opportunity to respond.

3.13 Investigation findings

The investigation may conclude with a report setting out the findings of the allegations and the summary of the evidence on which the findings are based.

Any report remains the property of the Group and will not be shared with the Eligible Whistleblower or any person against whom allegations have been made.

A Whistleblower Protection Officer will inform the Eligible Whistleblower of the findings of an investigation relating to the report, where appropriate (that is, whether the allegations were substantiated in full, partly substantiated, unable to be substantiated or unsubstantiated). Full details of the outcome may not always be available for reasons related to confidentiality, privacy and the legal rights of those concerned.

Where it has been established that a Disclosable Matter has occurred, the Company is committed to taking appropriate action, which may include changing internal processes or taking disciplinary action as required to address the improper behaviour or issue.

As the investigation process is discreet, it might not be immediately evident in the workplace that action is being taken as a result of the report.

3.14 Reporting

The Autosports Group Limited Board will receive summary information in relation to reports made under this Policy on a periodic basis, including appropriate metrics on disclosures made. The Board may also be provided with additional information about any material incidents raised. Information received by the Board will be de-identified as required.

3.15 False and dishonest allegations

An Eligible Whistleblower will only be protected if they have objectively reasonable grounds to suspect the information they disclose relates to a Disclosable Matter, even if, following an investigation, wrongdoing is identified.

The Company may take appropriate action against an Eligible Whistleblower who makes a disclosure without reasonable grounds to suspect wrongdoing, or who deliberately makes a false and dishonest allegation of a Disclosable Matter.

3.16 General

This Policy is not intended to go beyond the scope of the Whistleblower Legislation, or any other legislation. Nothing in this Policy creates or implies an employment agreement or term of employment and does not impose any contractual duties (express or implied) on Autosports Group.

4 Policy Compliance

Failure to comply with this Policy may result in substantial fines and penalties being imposed upon the Company and may expose the Company and/or its Employees to civil or (in Australia) criminal liability or other financial or reputational damage. Employees who breach this Policy may face disciplinary action which could include dismissal.

5 Other Information

Review Cycle	The earlier of a change required by law and every 2 years.		
Policy Owner	General Counsel and Company Secretary		
Policy Approver	Autosports Group Limited Board of Directors		
Supporting Legislation	Australia <ul style="list-style-type: none"> • <i>Corporations Act 2001</i> (Cth) • <i>Taxation Administration Act 1953</i> New Zealand <ul style="list-style-type: none"> • Protected Disclosures (Protection of Whistleblowers) Act 2022 		
Supporting Policies	Code of Conduct Grievance Policy Respect@Autosports Policy		
Availability	Internal	Yes	Intranet
	External	Yes	Company website

6 Document Control

Revision	Date	Description
1.0	16 November 2017	Adopted by the Board
1.1	15 May 2019	Revisions adopted by the Board
1.2	19 June 2020	Revisions adopted by the Board
1.3	20 September 2021	Revisions adopted by the Board to include Sexual Harassment
1.4	11 May 2022	Revisions adopted by the Board
2.0	15 June 2023	Amended to apply to NZ
2.1	20 September 2023	Revisions adopted by the Board
3.0	20 September 2024	Revisions adopted by the Board

Appendix

Certain information that is disclosed to specified people or organisations are protected by law with key differences between Australia and New Zealand as provided below:

Australia	
Disclosable matters (non-tax related)	Recipients for disclosable matters
<p>Information about actual or suspected misconduct, or an improper state of affairs or circumstances in relation to Autosports Group</p> <ul style="list-style-type: none"> This includes information that Autosports Group or any officer or employee of Autosports Group has engaged in conduct that: <ul style="list-style-type: none"> Contravenes or constitutes an offence under certain legislation. Represents a danger to the public or the financial system. Constitutes an offence against any law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more. <p>Note that a personal work-related grievance is not a protected disclosure under the law, except as noted in this policy</p>	<ul style="list-style-type: none"> A person authorised by Autosports Group to receive protected disclosures – i.e., the Designated Recipients An officer, or senior manager of Autosports Group An auditor, or a member of an audit team conducting an audit of Autosports Group An actuary of Autosports Group The Australia Securities and Investments Commission (ASIC) Australia Prudential Regulatory Authority (APRA) Other Commonwealth bodies proscribed by legislation. A legal practitioner for the purpose of obtaining legal advice or legal representation
Tax related disclosable matters	Recipients for tax related disclosable matters
<p>Information about misconduct, or an improper state of affairs in relation to the tax affairs of Autosports Group, or an associate, which the employee considers may assist the recipient to perform functions or duties in relation to the tax affairs of Autosports Group or an associate</p>	<ul style="list-style-type: none"> A person authorised by Autosports Group to receive reports of tax-related disclosable matters An auditor, or a member of an audit team conducting an audit of Autosports Group A registered tax agent or BAS agent who provides tax or BAS services to Autosports Group A director, company secretary or senior manager of Autosports Group An employee or officer of Autosports Group who has functions or duties that relate to the tax affairs of Autosports Group A legal practitioner for the purpose of obtaining legal advice or legal representation
Public interest disclosures to journalists and parliamentarians	
<p>The disclosure of information where:</p> <ul style="list-style-type: none"> at least 90 days have passed since you made the disclosure to ASIC, APRA or another Commonwealth body prescribed by regulation you do not have reasonable grounds to believe that action is being, or has been taken, in relation to your disclosure; you have reasonable grounds to believe that making a further disclosure of the information is in the public interest; and before making the public interest disclosure, you have given written notice to the body to which the previous disclosure was made that: <ul style="list-style-type: none"> includes sufficient information to identify the previous disclosure; and states that you intend to make a public interest disclosure. 	
Emergency disclosures to journalists and parliamentarians	
<p>The disclosure of information where:</p> <ul style="list-style-type: none"> you have previously made a disclosure of the information to ASIC, APRA or another Commonwealth body prescribed by regulation; you have reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of one or more persons or to the natural environment; before making the emergency disclosure, you have given written notice to the body to which the previous disclosure was made that: <ul style="list-style-type: none"> includes sufficient information to identify the previous disclosure; and states that you intend to make an emergency disclosure; and 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 	

It is important that you understand the criteria for making a public interest or emergency disclosure. You should consider seeking independent legal advice in relation to any such disclosure, which may help you to further understand your rights and protections.

In New Zealand disclosures can be made to any person or body who is authorised under relevant legislation to receive disclosures, such as an Ombudsman, or the head of any public sector agency.