

WHISTLEBLOWER PROTECTION POLICY

The purpose and objectives of this Policy

RATCH-Australia Corporation Pty Ltd and its Australian related bodies corporate (each and together, **RAC**) is committed to upholding the highest standards of integrity, fairness and ethical conduct and recognises that whistleblower protection is an important element in detecting corrupt, illegal or other undesirable conduct. The purpose of this policy is to support RAC's values and commitment in this regard.

The Board and senior management of RAC encourage eligible whistleblowers to raise concerns of Potential Misconduct (as defined below) occurring at RAC locations or in relation to RAC, in accordance with this Policy. A failure to raise concerns exposes RAC to risks, undermines RAC's corporate values and, potentially, contravenes RAC's Code of Business Conduct. The Board will not tolerate eligible whistleblowers being discouraged from raising concerns, or being disadvantaged or victimised because they want to raise a concern or they have done so.

The objectives of this Policy are to:

- encourage eligible whistleblowers to raise concerns if they become aware of Potential Misconduct (as defined below);
- explain how to raise concerns of Potential Misconduct and what protections a discloser will receive;
- outline the processes for responding to disclosures; and
- enable RAC to identify and promptly address any Potential Misconduct or related risks.

This policy does not form part of an employee's contract of employment or employment agreement with RAC, and does not give rise to contractual rights or liabilities. Further, this policy does not create a separate contract for services with any other person providing services to, but not employed by RAC.

To the extent that this policy requires an employee to do or refrain from doing something, it constitutes a direction from RAC with which employees must comply. Failure to comply may result in disciplinary action up to and including termination of employment. RAC may change, apply or withdraw this Policy in its discretion, in accordance with law.

Application of this Policy to RAC and eligible whistleblowers

This Policy applies to RAC, which includes any related bodies corporate of RATCH-Australia Corporation Pty Ltd which are a 'large proprietary company' for the purposes of section 1317AI(2) of the *Corporations Act 2001* (Cth) (**Corporations Act**)

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Approved by (date): RAC Board (10 December 2022)

Issued by: Simon Greenacre (Executive General Manager – Legal, Governance and Commercial Strategy)

Knowledge manager: Patricia Clifford (GM, Human Resources & Corporate Administration)

Any eligible whistleblower with information about Potential Misconduct is encouraged to speak up under this Policy. The following individuals are eligible whistleblowers for the purposes of this Policy:

- RAC's current and past employees, officers, contractors, suppliers (including employees of suppliers), and associates; and
- dependents (or dependents of the spouse) and the relatives of people listed above.

An eligible whistleblower will qualify for protection under the Corporations Act if they have made a disclosure of information relating to a 'disclosable matter' (see meaning of Potential Misconduct below) directly to an 'eligible recipient' (see below) or to ASIC, APRA or other designated Commonwealth bodies.

An eligible whistleblower will also qualify for protection under the Corporations Act if they have made a disclosure to a legal practitioner for the purposes of obtaining legal advice or legal representation about the operation of the whistleblower provisions in the Corporations Act, or if they have made an 'emergency disclosure' or 'public interest disclosure'.

Matters this Policy applies to – Potential Misconduct

For the purposes of this policy, a 'disclosable matter' is a matter of Potential Misconduct. Potential Misconduct is anything that an eligible whistleblower may have reasonable grounds to suspect, in relation to RAC, is:

- misconduct, or an improper state of affairs or circumstances;
- conduct that constitutes a contravention of the laws specified in the Corporations Act or any other Commonwealth laws that are punishable by imprisonment for a period of 12 months or more; or
- conduct that represents a danger to the public or the financial system.

Examples of Potential Misconduct include the following:

- illegal conduct, such as theft, violence or threatened violence, and criminal damage against property;
- fraud, money laundering or misappropriation of funds;
- offering or accepting a bribe;
- financial irregularities;
- failure to comply with, or breach of, legal or regulatory requirements; and
- engaging or threatening to engage in 'detrimental conduct' (see below) against a person who has made a disclosure under this Policy.

Personal work-related grievances are not Potential Misconduct

'Personal work-related grievances' are not considered Potential Misconduct under this Policy. If an individual has a personal work-related grievance, it should generally be raised with the General Manager Human Resources and Corporate Administration (**GM HR CA**). Personal work-related grievances are issues in relation to a discloser's current or former employment that has implications for them personally (i.e. matters solely related to personal employment).

Examples of personal work-related grievances include:

- An interpersonal conflict between employees;
- A decision relating to the engagement, transfer or promotion of an individual; or

- a decision relating to the termination of the employment or engagement of an individual.

In some cases, personal work-related grievances may be covered by this Policy. This will be in circumstances where the personal work-related grievance includes information that would otherwise satisfy the meaning of Potential Misconduct as outlined above.

If a disclosure is not protected by the whistleblower protections in the Corporations Act, then the whistleblower protections in the Corporations Act will not apply. However, the discloser may be protected under other laws such as *Fair Work Act 2009* (Cth), or the matter can be reported via RAC's Enquires & Complaints Handling Procedure.

Eligible recipients

To qualify for the whistleblower protections in the Corporations Act, the disclosure of Potential Misconduct must be made directly to an 'eligible recipient'. The role of eligible recipients is to receive disclosures that qualify for protection under the Corporations Act, ensure that proper follow-up occurs and assist individuals that make eligible disclosures to feel supported and protected.

The eligible recipients for the purposes of this Policy are:

- RAC's Company Secretary (which is RAC's preferred eligible recipient)
- Any other officer or senior manager of RAC, such as the Chief Executive Officer, Chief Financial Officer, Financial Controller, General Counsel, Executive General Managers, Directors, the Whistleblower Complaint Hotline and RAC's internal or external auditor. Where any of these eligible recipients receives a report of Potential Misconduct, they will pass it on to the Company Secretary.

An eligible whistleblower can also make a report of Potential Misconduct to a legal practitioner or a regulatory body, such as ASIC or APRA, as set out in the Corporations Act.

How to report Potential Misconduct

If you wish to make a disclosure of Potential Misconduct you are encouraged to firstly report the matter internally to:

Company Secretary, RATCH-Australia Corporation Pty Ltd

via whistleblowing@ratchaustralia.com,

or by confidential appointment (including by telephone, video link, or face to face, if appropriate).

An alternative to contacting the Company Secretary directly, is to make a disclosure through RAC's whistleblower complaints hotline, at:

02 8913 9444

If a discloser calls the hotline there is an option to speak directly with the Company Secretary or leave a recorded message.

In making any disclosure, please provide as much information as possible, including details of the Potential Misconduct, people involved, dates, locations and any more evidence that may exist.

RAC encourages disclosers to provide their names when providing a disclosure to the Company Secretary or the hotline making it easier for RAC to address the disclosure. However, this is not a requirement and disclosers may make their disclosure anonymously and still qualify for the protections under the Corporations Act.

If the discloser does not provide their name, RAC will assess the disclosure in the same manner as if the identity is known, and any investigation will be conducted in the best possible circumstance. However, please be aware that an investigation may not be possible unless sufficient information is provided. A discloser will still be entitled to protections under the law if a protected disclosure is made.

Emergency and public interest disclosures of Potential Misconduct can also be made in limited circumstances. RAC encourages you to seek independent legal advice before making such a disclosure. Further information is also available here: [ASIC Information Sheet 238: Whistleblower rights and protections \(INFO238\)](#).

How RAC will deal with disclosures of Potential Misconduct

Information received from anyone speaking up will be held in the strictest of confidence. More information on protecting your identity is contained below.

Disclosures made under this Policy will be received and treated sensitively and seriously, and will be dealt with fairly and objectively.

While speaking up does not guarantee that the disclosure will be formally investigated, all reports will be assessed and considered by RAC and a decision made as to whether they should be investigated. RAC's response to a disclosure will vary depending on the nature of the disclosure (including the amount of information provided).

If the discloser has provided contact details, the Company Secretary will keep in contact with disclosers until the matter is resolved by RAC. If appropriate, disclosers will be told how RAC has decided to respond to their disclosure, including whether an investigation will be conducted. This may not occur until after an investigation has been concluded. However, it may not always be appropriate to provide disclosers with this information, and it may not be possible unless contact details are provided or disclosers continue to keep in contact with the Company Secretary or the whistleblower complaint hotline.

Any investigations commenced will be conducted in a timely manner and will be fair and independent from any persons to whom the disclosure relates. Investigations will generally be overseen by the Company Secretary. Other people, including employees (for example GM HR CA or internal legal counsel) or external legal or other advisers, may also be asked to assist or run the investigation.

All relevant employees and contractors are expected to cooperate fully with any investigations.

Unless there are confidentiality or other reasons not doing, persons to whom the disclosure relates will be informed of the allegation at an appropriate time, and will be given a chance to respond to the allegations against them. The matters outlined in this Policy also help RAC to ensure the fair treatment of all employees who are mentioned in a disclosure that qualifies for protection, including those who are the subject to a disclosure.

The results of any investigation will be recorded in writing in a formal internal report that will be confidential and is the property of RAC. The outcome of any investigation will be reported to the Board of Directors in accordance with below.

Disclosers who speak up will generally be informed of the investigation outcome. However, it may not always be appropriate to provide disclosers with this information in which case it will not be shared.

Where appropriate, those to whom the disclosure relates will also be informed of the findings of any investigation. The formal report recording the results of an investigation will not be provided to a discloser or any other person subject to investigation.

Where an investigation identifies a misconduct or an improper state of affairs, appropriate disciplinary action may be taken. This may include but is not limited to terminating or suspending the employment or engagement of the person(s) involved in the misconduct.

RAC is committed to protecting and respecting the rights of disclosers under this Policy. The law also contains additional protections.

Legal protections for disclosers

Where an eligible whistleblower makes a disclosure of Potential Misconduct to an eligible recipient, they will be afforded the following protections under the Corporations Act:

a. Protecting a discloser's identity

If the disclosure qualifies for protection under the Corporations Act, the discloser's identity (and any information that someone could use to work out the identity of the discloser) will only be disclosed if:

- The discloser gives their consent for RAC to disclose that information;
- the disclosure is allowed or required by law (for example, disclosure by RAC to a regulator or to a lawyer to obtain legal advice relating to the law on whistleblowing); or
- in the case of information likely to identify the discloser, it is reasonably necessary to disclose information for the purposes of an investigation, but all reasonable steps will be taken to prevent the discloser's identity from being revealed.

Keep in mind RAC only has control over confidentiality of information within RAC's control. If the discloser advises other outlets of an intention to make a whistleblowing disclosure or if the discloser's identity is revealed owing to the restricted nature of the information, RAC may have limited ability to control the confidentiality of those actions.

b. Protecting disclosers from detriment

RAC will not tolerate any detrimental conduct against any individual who has or may have made a disclosure or who is believed to have done so, including conduct against that person's colleagues, employer (if a contractor) or relatives.

Examples of detrimental conduct includes the following:

- discrimination, detriment or damage to a person's reputation;
- harassment, intimidation or retaliation;
- a demotion or dismissal; or

- threats of any of the above.

However, detrimental conduct does not include managing a discloser's unsatisfactory work performance or administrative action that is reasonable for the purpose of protecting a discloser from detriment.

Any person involved in detrimental conduct may be subject to disciplinary action (including but not limited to termination of employment or engagement). In some circumstances, this may also be a criminal offence punishable by imprisonment. RAC may refer any person that has engaged in detrimental conduct to law enforcement authorities for further investigation.

If concerns relating to subject to detrimental conduct as a result of speaking up should immediately be reported to the Whistleblower Protection Officer. Alternatively, please refer to [ASIC INFO 238](#), or seek independent legal advice.

c. Compensation and other remedies

A discloser can seek compensation and other remedies through the courts if they suffer loss, damage or injury because of a disclosure and RAC failed to take reasonable precautions and exercise due diligence to prevent detrimental conduct.

Additionally, a discloser who receives statutory protection may be protected from any of the following in relation to their disclosure:

- Civil liability;
- Criminal liability; and
- Administrative liability.

Although the disclosure of Potential Misconduct does not grant a discloser immunity for any misconduct that they may have engaged in.

d. Other protections available

RAC is committed to making sure disclosers do not suffer detriment because of a disclosure made on reasonable grounds. The protections offered will be determined by RAC and depend on things such as the Potential Misconduct and people involved. Protections may include the following, at RAC's discretion:

- monitoring and managing the behaviour of other employees;
- consider altering employee's role requirements, workplace location, reporting lines (including the people alleged to have been involved in the Potential Misconduct);
- offering a leave of absence or flexible workplace arrangements while the matter is investigated; and
- rectifying any evidenced detriment that may have been suffered.

A discloser who is an employee (and their families) may access RAC's Employee Assistance Program via Relationships Australia on 1300 364 277.

RAC will look for ways to support those who raise concerns of Potential Misconduct, but it will of course not be able to provide non-employees with the same type and level of support that it provides to employees. Where this Policy cannot be applied to non-employees (for example, because RAC cannot offer flexible workplace arrangements to a supplier), RAC will still seek to offer as much support as reasonably practicable.

When speaking up, disclosers will be expected to have reasonable grounds to suspect the information disclosed is true but will not be penalised if the information turns out to be incorrect.

However, disclosers must not make reports knowing that they are not true or misleading. Where it is found that a discloser has knowingly made a false report, this may be a breach of RAC's Code of Business Conduct and will be considered a serious matter that may result in disciplinary action. There may also be legal consequences for knowingly making a false report.

Confidential register and other practical matters

Disclosers are encouraged to consent to the limited sharing within RAC of their identity. This will assist RAC to protect and support disclosers in relation to the disclosure and facilitate RAC in investigating, reporting and taking action arising as a result of the disclosure.

The register is confidential and can only be accessed by the Company Secretary or any appointed delegates of the Company Secretary responsible for conducting an investigation, to use the information to determine the appropriate response to a disclosure and to inform any investigation that has commenced.

All information, documents, records and reports relating to the investigation of reported conduct will be confidentially stored in a locked cupboard and retained in an appropriate and secure manner.

As part of RAC's Enterprise Risk Management Plan, the Board will receive a summary of any disclosures made under this Policy at least on an annual basis, including metrics on disclosures made and the types of issues raised. In the event of serious misconduct, the Board may be notified immediately. The summary provided to the Board will not identify individual disclosers.

This Policy will be reviewed at least every three years. Reviews will consider any updates to applicable legislation and the efficacy of the Policy. Any changes to the Policy must be approved by the RAC Board. In particular, within the constraints of confidentiality and any other legal restrictions, the Board must consider the fairness of the investigations undertaken, the actual consequences of making disclosures for those who have made reports and compliance with this Policy generally.

Constructive feedback on this Policy, can be directed to the Company Secretary.

RAC will seek to ensure that employees (including new employees) are informed about, understand and have access to this Policy. Training will also be provided to individuals who may receive whistleblowing disclosures or otherwise have a role under this Policy, including in relation to how to respond to disclosures.

A copy of this Policy will also be available on RAC's shared drive, the ADP portal and the RAC website.

Any questions about this Policy can be referred to the Company Secretary.

This Policy should be read in conjunction with the RAC Code of Business Conduct and other applicable RAC operating policies.