

Speak Up Policy

Policies and procedures Ref No. 1	Reviewed by: General Counsel & Company Secretary	Issue Date:	Revision Date:
Title: Speak Up Policy	Approved by: AMS Board	March 2025	March 2027

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’s 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 Group, including current and former employees who are permanent, part-time, fixed term or temporary, interns, secondees, managers and directors;
- A contractor or supplier of services or goods to AMS Group whether paid or unpaid, including their employees (e.g. current and former contractors, consultants, service providers and business partners);

- An associate of AMS Group as defined in the Corporations Act 2001 (*Cth*); and
- A relative, dependent or spouse of current and former employees of any of the parties outlined above.

(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 Group.

“**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, details of which are set out in paragraph 7.2;
- 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 details for which are set out in paragraph 7.1; and
- The internal or external auditor (including a member of an audit team conducting an audit) or actuary of AMS Group

“**Emergency Disclosure**” means an emergency report of Misconduct or an Improper State of Affairs or Circumstances to a Member of Parliament 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.

“**Member of Parliament**” means a member of the parliament of the Commonwealth or a State or the legislature of a Territory.

“**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);
- breach of a taxation law; 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 Parliament, 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 legislation 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.

“Whistleblower Protection Officers” means the General Counsel and Company Secretary or an alternative employee or officer of AMS appointed by AMS to ensure that a whistleblower is treated fairly and protected from retaliation.

4. What matters should you speak up about?

We encourage you to speak up about concerns about any Misconduct or an Improper State of Affairs or Circumstances. Some examples of the types of issues include:

- 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 disclosure must meet each of the following criteria:

- (a) you must be an Eligible Whistleblower;
- (b) your disclosure must relate to a Disclosable Matter (i.e., 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 Australian Securities and Investments Commission ("ASIC"), Australian Prudential Regulation Authority ("APRA"), Tax Practitioners Board, the Australian Tax Office 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 have 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, making a report may have serious consequences, including potential damage to the reputation of people who are the 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 alleged victimisation 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 Eligible Recipients outlined below.

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 include:

- An officer (including Directors and Company Secretary);
- A member of the Audit and Risk Management Committee of the Board;
- Senior manager of AMS Group (refer to below for the list of senior managers).

Senior managers of AMS and its subsidiaries within AMS Group who are authorized to receive reports are:

- Chief Executive Officer;
- Chief People and Safety Officer; and

- General Counsel & Company Secretary.

AMS will appoint a Whistleblower Protection Officer to support you through the process associated with making a disclosure. The Whistleblower Protection Officer will also provide you with pastoral support through the process.

A disclosure may also be posted to c/- Level 8, 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 Group. 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 or a member of that audit team;
- ASIC;
- APRA;
- Tax Practitioners Board or the Australian Tax Office if you have information that may assist either entity in performing their functions or duties under the Tax Agent Services Act;
- The Australian Tax Office if you consider that the information may assist the Commissioner for Taxes to perform its functions or duties under a taxation law in relation to AMS Group or its associates;
- An eligible recipient in relation to the entity (such as a registered tax agent or BAS agent) if you:
 - Have reasonable grounds to suspect that the information indicates misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of the entity or an associate of the entity; and
 - Consider that the information may assist the eligible recipient to perform their functions or duties in relation to the tax affairs of the entity or an associate of the entity.

- 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 Member of Parliament (note that it is important for a discloser to understand the criteria for making a Public Interest Disclosure or Emergency Disclosure outlined below).

In order to make an Emergency Disclosure, you must have reasonable grounds to believe the information discloses concerns a substantial and imminent danger to the health or safety of one or more persons or the natural environment. The extent of the information disclosed must be no greater than is necessary to inform the recipient of the substantial and imminent danger.

You may be able to make a Public Interest Disclosure to a Journalist or a Member of Parliament if:

- You have previously made a protected disclosure (the first disclosure) to a regulator;
- At least 90 days have passed since the first disclosure was made;
- You do not have reasonable grounds to believe that action is being or has been taken to address the matters to which the first disclosure related;
- You have reasonable grounds to believe that making a further disclosure to a Journalist or Member of Parliament would be in the public interest;
- You have given written notice to the authority that they intend to make a public interest disclosure; and
- The extent of the information disclosed is no greater than necessary to inform the recipient of the misconduct or improper state of affairs to which the first disclosure related.

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 Disclosure 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. The details of the EAP providers are:

(a) Club Assist- D'ACCORD 1300 130 130

(b) AMS- Mindfit@Work - 1800 862 042

Both EAP providers will accept calls from AMS Group employees.

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. There are criminal and civil penalties for a body corporate and individuals for breaching a whistleblower's anonymity and engaging in (or threatening to engage in) detrimental conduct towards a whistleblower or potential whistleblower.

(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 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 protection and we may take disciplinary action against the person who lodged that disclosure.

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 member of the Executive Leadership Team, the complaint will be passed to a member of the Audit and Risk Management Committee for investigation (as appropriate) with support from the Whistleblower Protection Officers. Any complaint against the Group CEO will be passed to the Chair 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. The Executive responsible for the person against whom the allegation has been raised, will not have any role in the investigation of the allegation. 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 the EAP service providers:

Club Assist - D'ACCORD 1300 130 130

AMS- Mindfit@Work - 1800 862 042

Both EAP providers will accept calls from employees within the AMS Group.

At the conclusion of the investigation, where the discloser has provided a means of contact, AMS 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 Service, feedback 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.

AMS will not penalise 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 victimise 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.

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 21 February 2025 and approved by the Board on 6 March 2025.