

Whistleblowing Policy

SG Fleet Group Limited
ABN 40 167 554 574

Adopted by the Board on 25 November 2019

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1. Introduction

1.1. Overview

SG Fleet Group has adopted four core values that drive our behaviour and aspirations:

- Collaboration – everyone working together to deliver excellence
- Trust – placing respect and integrity at the core of our relationships
- Innovation – cultivating the development of innovative ideas to deliver an unparalleled customer experience
- Excellence – we are accountable in the pursuit of excellence

SG Fleet Group’s core values emphasise a culture encompassing strong corporate governance, sound business practices and good ethical conduct. To reinforce this culture, SG Fleet Group is committed to upholding compliance with the highest standards of corporate conduct, ethics and governance. This is complemented by a commitment to maintaining an open working environment in which our Employees are able to report unacceptable conduct and behaviour and without fear of intimidation or reprisal.

1.2. Purpose

This Whistleblowing Policy (the “**Policy**”) is to encourage Whistleblowers to raise concerns and Reportable Conduct, where there are reasonable grounds to support such action and to ensure that serious misconduct or malpractice is identified and addressed appropriately.

This Policy, however, is not intended for raising personal work-related grievances or customer complaints, for which there are more appropriate policies and procedures available to report such concerns (refer to Section 9. Related policies).

1.3. Definitions

For the purposes of this Policy:

Corporations Act	means the <i>Corporations Act 2001 (Cth)</i> , as amended from time to time.
Disclosable Matter	Means a disclosable matter as described in <i>Corporations Act</i> Section 1317AAA(4) and (5), ie the Discloser has reasonable grounds to suspect that the information disclosed concerns: <ol style="list-style-type: none"> i) misconduct, or an improper state of affairs or circumstances, in relation to SG Fleet Group; ii) indicates that SG Fleet Group, or an officer or employee of SG Fleet Group, has engaged in conduct that: <ol style="list-style-type: none"> a) constitutes an offence against, or a contravention of, a provision of any of the following: <ul style="list-style-type: none"> • <i>the Corporations Act</i>; • <i>the Australian Securities and Investments Commission Act 2001 (Cth)</i>;

- the *Financial Sector (Collection of Data) Act 2001*;
- the *Insurance Act 1973*;
- the *National Consumer Credit Protection Act 2009*;
- an instrument made under any of the above Acts;

b) constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more; or

c) represents a danger to the public or the financial system.

Eligible Recipient	means an individual who is an eligible recipient under <i>Corporations Act</i> Section 1317AAC, which includes: <ul style="list-style-type: none"> i) a director, secretary or senior manager of SG Fleet Group; ii) SG Fleet Group’s auditor or a member of the audit team conducting an audit; or iii) a Whistleblower Protection Officer of SG Fleet Group.
Eligible Whistleblower	means an individual who is an eligible whistleblower under the <i>Corporations Act</i> Section 1317AAA, which includes: <ul style="list-style-type: none"> i) an Employee, ii) a Supplier, or iii) a relative, spouse, or dependant of an Employee or a Supplier.
Employee	means a director, secretary, officer, employee, former employee, volunteer, secondee, consultant, or contractor (or employee of a contractor) of SG Fleet Group.
Protected Disclosure	means a disclosure that qualifies for protection under Part 9.4AAA of the <i>Corporations Act</i>
Reportable/ Reported Conduct	means actual or suspected unacceptable behaviour that SG Fleet Group considers to be a misconduct, including conduct that is: <ul style="list-style-type: none"> • fraudulent, dishonest or corrupt; • unethical or breaches any of SG Fleet Group’s policies; • illegal or violates the law, any legal code or regulatory requirement in Australia or any other jurisdictions in which SG Fleet Group operates; • creating an unsafe work environment or substantial wasting of SG Fleet Group’s resources; • Discrimination, harassment and/or bullying of any kind; or • any conduct that may cause financial loss to SG Fleet Group, damage its reputation or be otherwise detrimental to SG Fleet Group’s interests.
SG Fleet Group	means SG Fleet Group Limited ABN 40 167 554 574 and its subsidiaries.

Supplier	Means an individual who supplies services or goods to SG Fleet Group
Whistleblower	Means an Employee, a Supplier or Eligible Whistleblower who reports a Reportable Conduct to SG Fleet Group or to a regulatory authority.

2. Scope

This Policy applies to all Employees in all businesses, divisions, and offices of SG Fleet Group, across all jurisdictions where SG Fleet Group operates.

If any jurisdiction in which SG Fleet Group operates has whistleblowing protection laws that provide a higher level of protection than what is included in this Policy, the local legislation will take precedence.

3. Reporting a Misconduct

3.1. Reporting Channels

A Whistleblower can report a Reportable Conduct through the following channels:

a) Internal Reporting

Employees may first report any matters of concern to their direct line manager or Human Resources.

Where this is not appropriate, where the person making a report does not feel comfortable making an internal report, or where an employee has made an internal report but no action has been taken within a reasonable period of time, the report can be made directly to STOPline.

b) STOPline

STOPline is an external and independent agency appointed by SG Fleet Group and authorised by the Board of Directors of SG Fleet Group Limited:

Email	sgfleet@stopline.com.au
Online	http://sgfleet.stoplinereport.com/online-disclosure/
Telephone	1300 30 45 50 (for Australia) + 61 3 9811 3275 (outside Australia)
Post	SG Fleet c/o The STOPline, LOCKED BAG 8 HAWTHORN VIC AUSTRALIA 3122

Facsimile	<p>Attention: SG Fleet Group</p> <p>c/o The STOPline</p> <p>+ 61 3 9882 4480</p>
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c) Whistleblower Protection Officers

SG Fleet Group's designated Whistleblower Protection Officers (**WPO**) are as follows:

Group Head of Human Resources	<p>Angela Tosatto</p> <p>Telephone: +61 2 9494 1099</p> <p>Email: ATosatto@sgfleet.com</p>
Manager, Risk & Compliance (AU)	<p>Trevor White</p> <p>Telephone: +61 2 9494 1270</p> <p>Email: twhite@sgfleet.com</p>
Compliance Manager (UK)	<p>Jon Bourne</p> <p>Telephone: +44 7584 505 552</p> <p>Email: jbourne@sgfleet.com</p>
Managing Director, Australia	<p>Andy Mulcaster</p> <p>Telephone: +61 2 9494 1015</p> <p>Email: AMulcaster@sgfleet.com</p>
Managing Director, New Zealand	<p>Geoff Tipene</p> <p>Telephone: +64 9 909 7003</p> <p>Email: GTipene@sgfleet.com</p>
Managing Director, United Kingdom	<p>Peter Davenport</p> <p>Telephone: +44 7775 997 671</p> <p>Email: PDavenport@sgfleet.com</p>

3.2. Anonymity and Confidentiality

A Whistleblower can choose to remain anonymous while making a report, during the investigation of a report, as well as after the case is closed. At any given time, the Whistleblower can identify himself/herself, but this is his/her choice and at no point do they need to do this, or will they be forced to provide their identity.

If the Whistleblower decides to disclose their identity, SG Fleet Group will work to protect their identity, ensure the Whistleblower's identity is known only to the WPO and the assigned Investigator(s), and take all steps necessary to ensure the Whistleblower is not subjected to any discrimination, victimisation or disadvantage.

Wherever possible, the Whistleblower's calls, notes, emails and other communications will be dealt with confidentially. SG Fleet Group provides its commitment that, whenever possible, the privacy of the Whistleblower will be protected when they make a report under this Policy.

SG Fleet Group will make every endeavour possible to investigate a Reported Conduct, but in some cases, there are limitations on what can be achieved if the Whistleblower decides to remain anonymous.

Any information that could potentially identify a Whistleblower who has chosen to be anonymous will be held in the strictest confidence. The WPO will not disclose particulars of the Reported Conduct to any party outside or not connected with the investigation without the consent of the Whistleblower (where contact details are provided for consent to be obtained) and will not be shared, unless SG Fleet Group is compelled by law to disclose that information. SG Fleet Group will use reasonable endeavours to resist such compulsion where the Whistleblower has indicated they wish to remain anonymous.

3.3. The Investigation Process

SG Fleet Group's process for handling, investigating and managing the communication about a Reportable Conduct submitted through our whistleblowing channels are outlined below.

- Once a report is received (anonymous or not), the report goes to SG Fleet Group's Group Head of Human Resources, a WPO, who will then assess the report and manage the preliminary investigation.
- If a Reported Conduct is deemed to have occurred, a formal investigation process will be administered by an internal or external Investigator, as appropriate, (the "Investigator") and, if appropriate, in consultation with the respective manager of the person or persons, who is/are the subject of the investigation.
- In the investigation process, all Employees are expected to cooperate with the directions of the Investigator.
- SG Fleet Group will utilise third parties, such as accounting firms, investigative firms, human resource consultants and/or legal firms, as appropriate or necessary.
- Certain senior managers might be alerted to the report as part of the reporting process or if they are involved in the investigation in some manner.
- Also, as part of the investigation process, SG Fleet Group will update the Whistleblower of the progress of the investigation. SG Fleet Group will endeavour to provide as much feedback on the investigation as possible, subject to considerations of standard confidentiality and the privacy of anyone who is the subject of the Reported Conduct.
- Any individual who is the subject of an allegation of Reported Conduct and is under investigation shall be given a fair opportunity to respond to the allegation/s.

3.4. False Reporting

If an Employee is found to have knowingly or recklessly made a false report of misconduct, that conduct itself will be a breach of SG Fleet Group's Code of 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.

4. Protections for Whistleblowers

4.1. General Protections

SG Fleet Group will make general protections available to Whistleblowers. This will vary depending on the circumstances, but may include:

- ensuring confidentiality in the investigation and protecting the Whistleblower's identity;
- monitoring and managing the behaviour of other Employees;
- offering a leave of absence while a matter is investigated;
- relocating Employees (which may, but will not necessarily, include the Whistleblower) to a different working group or department; and
- rectifying any detriment, a Whistleblower has suffered.

It is a breach of this Policy for any Employee to victimise or discriminate against or cause disadvantage to an Employee or any other Whistleblower who makes a report under this Policy, and SG Fleet Group will protect the Whistleblower from:

- being terminated or having their employment ceased;
- demotion or loss of opportunity for promotion;
- performance management, warnings or disciplinary actions;
- reprisals, harassment or victimisation on the job or workplace bullying;
- Discrimination, current or future bias; or
- Any other action that can be perceived as retaliation for making a report.

4.2. Protected Disclosure under the Corporation Act

4.2.1. Under the Corporations Act, a Whistleblower will make a Protected Disclosure, and may qualify for additional protections, if any of the following apply:

- a) (*Disclosure to ASIC, APRA or prescribed body*) the Whistleblower is an Eligible Whistleblower, the Reportable Conduct is a Disclosable Matter and it was reported to ASIC, APRA or a Commonwealth authority prescribed for the purposes of this subparagraph in relation to the regulated entity, or
- b) (*Disclosure to eligible recipients*) the Whistleblower is an Eligible Whistleblower, the Reportable Conduct is a Disclosable Matter and it was reported to an Eligible Recipient, or
- c) (*Disclosure to a legal practitioner*) the Reportable Conduct was reported to a legal practitioner for the purpose of obtaining legal advice or legal representation.

4.2.2. An Eligible Whistleblower that makes a disclosure that qualifies as a Protected Disclosure may be entitled to seek compensation and other remedies in accordance with the provisions of the *Corporations Act 2001*.

4.2.3. A Protected Disclosure made by an Eligible Whistleblower may attract additional protections in accordance with the *Corporations Act 2001*, including protections in respect of civil, criminal and administrative liability. However, these protections may not operate in respect of conduct by the discloser that is revealed as a result of their disclosure.

4.2.4. A Whistleblower should seek independent legal advice.

4.3. Public Interest Disclosure

A report of Reportable Conduct by a Whistleblower qualifies for protection under the *Corporations Act* as a **Public Interest Disclosure**, if:

- a) the Whistleblower has previously reported the Reportable Conduct (**Previous Disclosure**), and
- b) at least 90 days have passed since the Previous Disclosure was made; and
- c) the Whistleblower does not have reasonable grounds to believe that action is being, or has been, taken to address the matters to which the Previous Disclosure related; and
- d) the Whistleblower has reasonable grounds to believe that making a further report of the Reportable Conduct would be in the public interest; and
- e) after the end of the 90-day period, the Whistleblower gave the body to which the Previous Disclosure was made a written notification that:
 - i) includes sufficient information to identify the Previous Disclosure; and
 - ii) states that the Whistleblower intends to make a Public Interest Disclosure; and
- f) the Public Interest Disclosure is made to:
 - i) a member of the Parliament of the Commonwealth, the Parliament of a State or the legislature of a Territory; or
 - ii) a Journalist ; and
- g) the extent of the report made in the Public Interest Disclosure is no greater than is necessary to inform the Recipient of the Previous Disclosure or the Disclosable Matter.

4.4. Emergency Disclosure

A report of Reportable Conduct by a Whistleblower qualifies for protection under the *Corporations Act* as an **Emergency Disclosure**, if

- a) the Whistleblower has previously reported the Reportable Conduct (**Previous Disclosure**), and
- b) the Whistleblower has reasonable grounds to believe that the Previous Disclosure concerns a substantial and imminent danger to the health or safety of one or more persons or to the natural environment; and
- c) the Whistleblower gives the body to which the Previous Disclosure was made a written notification that:
 - i) includes sufficient information to identify the Previous Disclosure; and
 - ii) states that the Whistleblower intends to make an Emergency Disclosure; and
- d) the Emergency Disclosure is made to a member of the Parliament of the Commonwealth, the Parliament of a State or the legislature of a Territory; or

- i) a Journalist¹; and
- e) the extent of the Reportable Conduct disclosed in the Emergency Disclosure is no greater than is necessary to inform the Recipient of the substantial and imminent danger.

4.5. Personal Work Related Grievance

- a) On the other hand, a Reported Conduct by a Whistleblower does not qualify for protection under the Corporations Act to the extent that the information disclosed:
 - i) concerns a personal work related grievance of the Whistleblower; and
 - ii) does not concern a contravention, or an alleged contravention that involves detriment caused to the Whistleblower or a threat made to the Whistleblower.
- b) The Reported Conduct is a **personal work-related grievance** of the Whistleblower if:
 - i) the Reported Conduct concerns a grievance about any matter in relation to the Whistleblower’s employment, or former employment, that has implications for the Whistleblower personally; and
 - ii) the Reported Conduct does not have significant implications for SG Fleet Group and does not concern Disclosable Matter or alleged Disclosable Matter.

5. Our Roles & Responsibilities

The roles within SG Fleet Group’s Whistleblowing Program include the following:

The Board of Directors of SG Fleet Group Limited	<ul style="list-style-type: none"> • Approves the Whistleblowing Policy and any amendments to it
Whistleblowing Protection Officers (WPO)	<ul style="list-style-type: none"> • First point of contact for a Whistleblower • Receives the report of Reportable Conduct • Ensures reports are investigated and reports it to the Group General Manager of Human Resources • If appropriate, assigns the report to an Investigator and manages them as they conduct investigations • Maintain confidentiality

¹ As defined in *Corporations Act* Section 1317AAD (3)

Group Head of Human Resources	<ul style="list-style-type: none"> • Responsible for ensuring that employees know and understand the program and there is an easy process for making a report • Responsible for the Whistleblower training of Eligible Recipients and other staff involved in managing and investigating Whistleblower disclosures • Views incoming anonymous reports • Acts as the point of escalation for any concerns or retaliation that has taken place • Acts as the first line of escalation and works collaboratively with Investigators to ensure anonymous reports are heard and acted upon • Ensures SG Fleet Group are using HR best practices during investigations and all employees are being treated fairly • Maintain confidentiality • Reports directly to the Board of Directors
Investigator	<ul style="list-style-type: none"> • Investigates the Reported Conduct under the direction of the WPO, including: <ul style="list-style-type: none"> (i.) Interacting and asking questions of the Whistleblower, and using the information provided to investigate the report submitted; (ii.) Gathers the facts and puts forth a final report to the WPO on what happened and what action they feel needs to take place. • Maintain confidentiality
Risk & Compliance	<ul style="list-style-type: none"> • Responsible for reviewing and testing the Whistleblowing Policy on an annual basis • If not acting as the Investigator, provides advice and guidance during any investigation.

6. Governance

6.1. Distribution

This Policy is available to all Employees of SG Fleet Group and other relevant stakeholders through SG Fleet Group’s intranets and corporate website.

6.2. Amendment of the Policy

This Policy can only be amended with the approval of the Board of Directors of SG Fleet Group Limited.

Any amendment to this Policy will be communicated to all Employees and any relevant stakeholders. This Policy, including any amendments, form part of any contract of employment with SG Fleet Group.

6.3. Review of the Policy

SG Fleet Group continually assesses and updates its policies and procedures to ensure compliance with corporate governance requirements.

This Policy will be subject to review and testing on an annual basis.

6.4. Reporting to the Board of Directors

SG Fleet Group's Whistleblowing Program falls under the scope of responsibility of the Audit, Risk & Compliance Committee of the Board of Directors. Through the Audit, Risk & Compliance Committee, the Board of Directors is provided with a quarterly report on SG Fleet Group's Whistleblowing Program. The Board of Directors is ultimately responsible and accountable for the effectiveness of this Policy.

Internal reporting arrangements have been established to ensure that all verifiable incidences of misconduct are dealt with appropriately, and systemic and recurring problems are identified and addressed.

7. Breach of the Policy

Any breach of this Policy may result in disciplinary action or other penalties including but not limited to, dismissal or termination of the contract or engagement, depending on the nature of the breach. SG Fleet Group will act objectively and in accordance with any applicable provisions or requirements in an employment contract.

SG Fleet Group reserves the right to inform the appropriate authorities where it is considered that there has been criminal activity or an apparent breach of the law.

8. Further information

SG Fleet Group's expectations in relation to the reporting of misconduct are outlined as part of the Employee Induction Program and as part of ongoing training and awareness programs.

Additional information about this Policy can be obtained from and/or any questions, issues, concerns or suggestions for improvement to this Policy should be directed to:

SG Fleet Group Human Resources Team

E: HR@sgfleet.com

9. Related Policies

This Policy should be read in conjunction with all other relevant policies including:

- Code of Conduct,
- Supplier Code of Conduct, and
- Anti-Bribery and Corruption Policy.

Copies of the above policies are available on SG Fleet Group's corporate website and intranets.