

MotorCycle Holdings Ltd

Whistleblower Policy

31 December 2019

Policy Owner: Audit and Risk Committee
Policy Approver: Chair of Audit and Risk Committee
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Table of Contents

Table of Contents	2
Policy Overview	4
Who this Policy applies to.....	5
Lodging a Whistleblower Report	7
The Investigation Process	8
How Whistleblowers Are Protected	11
Training.....	13
Reporting to the Board	13
Roles and Responsibilities.....	13

Version Control

Version No.	Date Approved	Reason for change
1.0	31 Dec. 19	Initial adoption of policy

Review

This Whistleblower Policy (**Policy**) will be reviewed at least every two years or as required to ensure it is operating effectively and appropriately reflects how whistleblowing matters are managed at MotorCycle Holdings Ltd (and its subsidiaries) (**MTO**). The review will also ensure that the Policy evolves in line with changes in the nature, scale and complexity of MTO's business, its operating and regulatory environments.

Attachments can be amended by management or the appropriate governance body, without the need to re-table the policy document.

Related Policies

- Code of Conduct

Policy Overview

Context

This Whistleblower Policy forms part of MTO's Risk Management Framework.

Purpose

The Policy's purpose is to encourage the reporting of any wrongdoing in relation to MTO, without fear of reprisal, victimisation or disadvantage and to outline the process that will apply when a report of wrongdoing is made.

MTO encourages all its employees to speak up if they see behaviour that does not adhere to or align with MTO's corporate values. This Policy assists persons who report wrongdoing in relation to MTO by outlining who the Policy applies to, how to lodge a Whistleblower Report, the investigation process and protections and support available.

This Policy is an important tool for helping MTO identify wrongdoing that may not be uncovered unless there is a safe and secure means for disclosing wrongdoing.

Communication of this policy

A copy of this Policy, will be made available:

- on MTO's website (<https://www.mcholdings.com.au/>);
- to all Directors, Officers and Responsible Persons;
- to all employees and contractors at induction; and
- to all employees and contractors via the MTO intranet or in hard copy from the Company Secretary or other responsible person nominated from time to time.

Who this Policy applies to

To qualify for protection under this Policy and the Corporations Act 2001 (Cth) (**Corporations Act**) a person must be an eligible whistleblower who makes a report about a disclosable matter either:

- directly to an eligible recipient or to the Australian Securities and Investment Commission (**ASIC**), Australian Prudential Regulation Authority (**APRA**) or another Commonwealth body prescribed in the Corporations Act;
- 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
- as an "emergency disclosure" or "public interest disclosure".

Eligible whistleblower

Eligible whistleblowers are a past or present:

- MTO employee (including an employee who is full time, part time, fixed term or temporary);
- MTO officeholder (including a Director);
- MTO contractor, consultant, service provider, supplier or business partner, associate, or an employee of such a party whether paid or unpaid (including an intern or secondee); or
- a spouse, relative or dependant of one of the people referred to above.

Disclosable matters - what should be reported

The types of matters that qualify for protection under this Policy and the Corporations Act involve information that a Whistleblower has reasonable grounds to suspect and concern:

- misconduct or an improper state of affairs or circumstances in relation to MTO or a related body corporate of MTO;
- offences by MTO or a related body corporate of MTO (including their employees or officers) against, or a contravention of a provision of any of the following:
 - the Corporations Act;
 - the Banking Act 1959;
 - the Financial Sector (Collection of Data) Act 2001;
 - the Insurance Act 1973;
 - the Life Insurance Act 1995;
 - the National Consumer Credit Protection Act 2009;
 - the Superannuation Industry (Supervision) Act 1993;
 - an instrument made under an Act referred to above; or
 - any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more; or
- conduct by MTO, or a related body corporate of MTO that represents a danger to the public or the financial system; or
- a matter otherwise prescribed by regulations.

Disclosures that are not about 'disclosable matters' (as set out above and defined in the Corporations Act) do not qualify for protection under the Corporations Act.

At MTO the types of matters that qualify as 'disclosable matters' under this Policy may include conduct that is:

- fraudulent or corrupt;
- bribery;
- illegal (includes breach of financial services laws, the Corporations Act, the Taxation Administration Act or other serious breach and breaches of certain Commonwealth laws);
- an improper state of affairs relating to accounting, actuarial, audit, internal controls or compliance;
- damaging or substantially risking damage to the environment;
- endangering the public (e.g. endangering health or safety or by other means);
- a serious mismanagement of MTO's resources;
- inappropriate management of conflicts of interest;
- seriously detrimental to MTO's financial position or reputation; or
- concealing any such conduct.

Certain disclosures may not qualify for protection

Not all matters will qualify for protection under this Policy, however, could be protected under other legislation, such as the Fair Work Act 2009.

'Disclosable matters' do not include personal work-related grievances which should instead be raised with your respective Group Manager or the Human Resources Manager.

Personal work-related grievances are generally grievances relating to current or former employment or engagement of an individual (or that of a relative or dependent) that have personal implications for them solely but do not have any other significant implications for MTO or relate to any conduct about a 'disclosable matter'. These include interpersonal conflicts between employees, or a decision relating to employment or engagement, such as a transfer, promotion or disciplinary action.

Whistleblowers can still qualify for protection even if their disclosure ultimately turns out to be incorrect, provided the disclosure was made with a genuine belief regarding a 'disclosable matter'. However, Whistleblowers must not make a report they know is not true or is misleading. Where it is found that a Whistleblower has knowingly made a false report, this will be considered a serious matter and may result in disciplinary action.

Lodging a Whistleblower Report

In order to make a Whistleblower Report that qualifies for protection, the Whistleblower must make a report directly to an eligible recipient. The role of an eligible recipient is to receive disclosures that qualify for protection.

Eligible recipients at MTO include

- any designated Whistleblower Protection Officer or persons authorised by them; or
- KPMG – MTO's external auditor.

The contact details for the Whistleblower Protection Officer and KPMG are outlined below:

- Nicole Spink
Company Secretary, MTO
PO Box 654, Springwood QLD 4127
Telephone: +61 7 3380 2235
Email: nicole.spink@mcholdings.com.au
- Simon Crane
Partner, KPMG
GPO Box 223, Brisbane QLD 4001
Telephone: +61 7 3233 3111

Whistleblowers who require additional information about the whistleblowing process or protections before formally making a disclosure should contact the Company Secretary.

Whistleblowers can choose to make an anonymous disclosure should they not want to reveal their identity. Anonymity can be requested for the duration of the investigation and after the investigation has finalised.

Whistleblowers can refuse to answer question they feel might reveal their identity at any time, including during follow up conversations. Where a Whistleblower chooses not to reveal their identity, this may limit the level of practical support and protection MTO can provide the Whistleblower.

What information should be provided when making a disclosure?

To assist MTO with addressing a concern regarding a disclosable matter, Whistleblowers should provide as much information as possible, including:

- that the Whistleblower Report is being raised under this Policy;
- nature of the actual or suspected misconduct;
- names of people involved;
- names of any witnesses;
- date, time and location of incident(s);
- any material to support the Whistleblower Report, such as documents;
- money or assets involved;
- how often the incident has happened; and
- any steps a Whistleblower has taken to report the matter elsewhere.

Confidentiality

When a Whistleblower Report is lodged, a Whistleblower's identity (and any information that MTO has because of a Whistleblower Report that someone could likely use to identify the Whistleblower) will only be disclosed if:

- consent is provided by the Whistleblower for the disclosure of that information;
- the disclosure is allowed or required by law (for example disclosure to a lawyer to obtain legal advice, or disclosure to ASIC, APRA, the Australian Federal Police (**AFP**) or in relation to tax matters, the Commissioner of Taxation); or
- in the case of information likely to identify the Whistleblower, it is reasonably necessary to disclose the information for the purposes of an investigation, but all reasonable steps are taken by MTO to prevent someone from identifying the Whistleblower.

Whistleblowers should be aware that if they do not consent to the limited sharing within MTO of their identity and the information provided in lodging the Whistleblower Report as needed, this may limit MTO's ability to progress the Whistleblower Report and to take any action in relation to it.

MTO recognises that it is illegal for a person to identify a Whistleblower, or disclose information that is likely to lead to the identification of the Whistleblower without the consent outside the exceptions above. If a Whistleblower believes their confidentiality has been breached they should raise this with the Whistleblower Protection Officer or KPMG.

The Investigation Process

All reports of disclosable matters must be referred to the Whistleblowing Program (provided consent has been obtained from the Whistleblower) and/or the Whistleblower Protection Officer or KPMG to ensure they are managed in accordance with this Policy.

Whistleblower Reports received will be treated sensitively and seriously.

Once a Whistleblower Report is made, it will be initially assessed by MTO and a decision made by MTO in its discretion as to whether the Whistleblower Report comes within the scope of this Policy. MTO's response will vary depending on the nature of the report (including the amount of information provided). Whistleblowers may be told how MTO has decided to respond to a concern raised. However, it may not always be appropriate to provide this information, and may not be possible unless the Whistleblower provides their contact details.

Where an investigation is undertaken, the objective will be to determine whether there is enough evidence to substantiate the matters reported. Findings will be made on the balance of probabilities and it will be that either the allegations(s) are:

- fully substantiated;
- partly substantiated (for example, if one but not all allegations are substantiated);
- not able to be substantiated;
- unsubstantiated; or
- disproven.

Where reasonably practicable, investigations will be independent of both the Whistleblower and the person or business unit reported for misconduct. The timeframe for an investigation will vary depending on the nature of the report. Whistleblowers will be provided with regular updates as to the investigation

status (including in relation to timeframes) if they are able to be contacted. The frequency and timeframe of updates may vary depending on the nature of the disclosure.

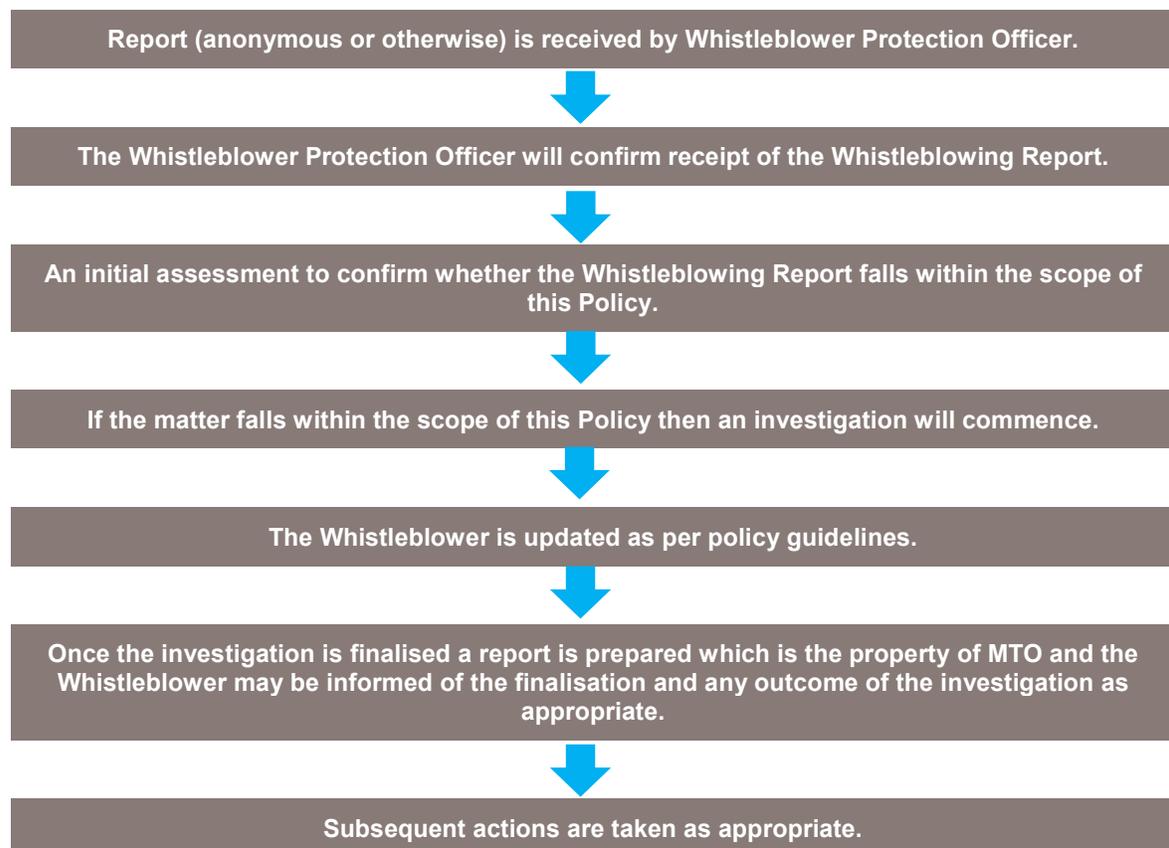
Unless there are confidentiality or other reasons not to do so, employees to whom a disclosure relates will be informed of the allegation at the appropriate time, and given an opportunity to respond to the allegation(s) made against them as and when required by principles of procedural fairness. They and any witnesses interviewed will only be provided with the Whistleblower's identity with the Whistleblower's consent.

Support is available from the Human Resources Manager to the Whistleblower or a person who is the subject of the disclosure at all times during the investigation process where they are a current employee, former employee, or contractor.

While MTO may communicate the findings of any investigation arising from a concern regarding a disclosable matter to a Whistleblower in its absolute discretion, it may not always be appropriate to provide details of the outcome having regard to confidentiality and privacy considerations.

The method for documenting and reporting the findings of an investigation will depend on the nature of the report. Any report prepared in relation to an investigation remains the property of MTO and will not be provided to a Whistleblower or any other person to whom a concern relates. MTO's Whistleblowing Investigation Officers are the Audit and Risk Committee. Any investigations under this policy will be conducted by a Whistleblowing Investigation Officer.

The diagram below summarises the high level steps MTO will apply once a report has been received.



Using third parties

With the Whistleblower's consent, MTO may utilise third parties to carry out certain activities under this Policy. These third parties include:

- **Whistleblowing Platform:** a third party whistleblowing platform to leverage technologies that supports MTO keeping the identity of its Whistleblowers anonymous (if required). This platform also allows for two-way, anonymous communication as well as case management and data protection features.
- **Investigative Firms:** specialist investigative firms to investigate specific cases where MTO does not have the skills in-house or to undertake forensic investigations of specific reports.

Escalation

If the Whistleblower is not satisfied with the findings of any investigation, they can escalate this to the Chair of the Audit and Risk Committee. The Whistleblower should provide this escalation in writing so that a formal review can take place.

While the Chair of the Audit and Risk Committee commits to review the request, MTO is under no obligation to commence or reopen any investigation. If the Chair of the Audit and Risk Committee concludes that the findings of any investigation were appropriate, the matter will be concluded.

How Whistleblowers Are Protected

Whistleblowers are provided with various protections under the Corporations Act. These are listed and described below. Please also refer to the appendix for a set of FAQs related to Whistleblower protections.

Anonymity

After submitting a Whistleblower Report, the following is in place to protect a Whistleblower's identity:

- the Whistleblower has the right to remain anonymous and does not need to identify themselves at any time during the investigation process;
- MTO uses tools and platforms that help protect a Whistleblower's identity during and after submitting a report;
- at no time will MTO force the Whistleblower to reveal their identity; and
- the Whistleblower can refuse to answer questions they feel could identify themselves.

MTO may only disclose the identity of a Whistleblower:

- to ASIC, APRA or a member of the AFP;
- to a legal practitioner (for the purposes of obtaining legal advice in relation to the whistleblower provisions in the Corporations Act); or
- with the consent of the Whistleblower.

MTO is able to disclose information contained in a disclosure with or without the Whistleblower's consent if:

- the information does not include the Whistleblower's identity;
- MTO has taken all reasonable steps to reduce the risk that the Whistleblower will be identified from the information; and
- it is reasonably necessary for investigating the issues raised in the disclosure.

Protection from Detriment

MTO does not tolerate any retaliation or attempts to retaliate against a Whistleblower who has made, proposes to make or could make a Whistleblower Report. Any current director, officer, employee or associated person that is found to engage in conduct that causes detriment to a Whistleblower will face disciplinary action, including the potential to be dismissed or disengaged.

MTO will take reasonable precautions and exercise due diligence to avoid Whistleblowers being subjected to detrimental conduct. Detrimental conduct may include:

- being terminated or having their employment ceased;
- injury of an employee in their employment or alteration of their duties to their disadvantage;
- harassment or intimidation;
- harm or injury;
- damage to property, reputation, business, financial position or any other damage;

- discrimination; and
- any other action that can be perceived as retaliation for making a report.

If a Whistleblower believes retaliation is near or imminent, or that they have been retaliated against, then the Whistleblower should contact either Whistleblower Protection Officer or KPMG.

The Whistleblower Protection Officer will take any action they feel is appropriate to resolve the situation. Potential steps to protect a Whistleblower from a considered risk of retaliation can include:

- the Whistleblower taking leave;
- the Whistleblower being reassigned to other duties (that is not to their disadvantage); or
- the Whistleblower being able to undertake alternative work practices including working from home.

If the Whistleblower believes their report of retaliation was not resolved adequately, they can escalate this case in writing to the Chair of the Audit and Risk Committee and they will investigate the matter and process for how the reported retaliation was dealt with.

Compensation and other remedies

Whistleblowers (or any other employee or person) may be able to seek compensation and other remedies through the courts if they suffer loss, damage or injury because of a disclosure, and it is proven that MTO failed to take reasonable precautions and exercise due diligence to prevent the detrimental conduct.

Protection from civil, criminal and administrative liability

Whistleblowers are protected from any civil, criminal and administrative liability, in relation to their disclosure. However, this protection does not grant immunity for any misconduct a Whistleblower has engaged in that is revealed in their disclosure.

Protection and immunity for others

Other parties that might have to bear witness or are involved in the investigation will be protected from retaliation in the same manner as the Whistleblower. However MTO will not be able to provide non-employees with the same type and level of protection that it provides to its employees. MTO will however seek to offer as much support as reasonably practicable.

Training

MTO will seek to facilitate appropriate training for all employees on this Whistleblower Policy. This training will include:

- for employees - General awareness of the Whistleblower Policy and their rights and obligations under it;
- for eligible recipients - Further training about how to respond to any Whistleblower Reports should they be received.

Reporting to the Board

The Board is regularly updated on MTO's Whistleblowing Program, inclusive of summary information relating to reports, investigations, and results, which are de-identified as required. Reports or investigations carrying an undue amount of risk may be reported to the Board outside of the usual updates. The Board at any time can ask about the state of MTO's Whistleblowing Program.

Roles and Responsibilities

ROLE	RESPONSIBILITY
Board	<ul style="list-style-type: none">• Approves this Policy• Receives updates on the Whistleblowing Program• Champions the Whistleblowing Program and overseeing the implementation and effectiveness of the program.
Chair of Audit and Risk Committee	<ul style="list-style-type: none">• Endorses the Whistleblowing Program
Whistleblower Protection Officers	<ul style="list-style-type: none">• Manage the Whistleblowing Program• Determine whether a Whistleblower Report should be investigated and subsequently refers those reports to the Whistleblower Investigation Officer• Provide support to Whistleblowers• Prepare updates in relation to activities undertaken under this Policy for the Board as required
Whistleblower Investigation Officer	<ul style="list-style-type: none">• Manages Whistleblower investigations
Compliance team	<ul style="list-style-type: none">• Co-ordinates the Whistleblower Training Program• Facilitate regular training on this Policy

Appendix: Protections for whistleblowers provided by Australian law

How will I be protected if I raise a concern?

We protect the confidentiality of Whistleblowers who raise concerns. We do this by limiting how both your identity and information that is likely to lead to your identification is shared. Your identity will be kept confidential to the fullest extent possible and only shared as permitted by you or by law.

We protect whistleblowers from detriment caused because they raised a concern or plan to raise a concern. We do not tolerate anyone threatening to cause or causing detriment to you because of your desire or decision to raise a concern. Doing so is taken seriously by MTO and may lead to disciplinary action.

In certain circumstances, these protections will also be enforceable under the *Corporations Act* or the *Tax Administration Act* (where a report relates to a breach of Australian tax law or tax-related misconduct). Where those provisions apply, you are also protected from liability for making the report (either by way of civil, criminal or administrative legal proceedings, or contractual or other remedies being sought against you). Information you disclose cannot be used in legal proceedings against you (except for proceedings in relation to giving false information).

When will I be protected?

MTO provides protections to whistleblowers who raise concerns pursuant to this Policy. MTO also provides these protections to any Whistleblower who makes a disclosure regarding a disclosable matter that is protected under the *Corporations Act* or *Tax Administration Act* (where applicable) to:

- a director, officer or senior manager of MTO;
- an auditor, or a member of the audit team conducting an audit of MTO;
- an actuary of MTO;
- ASIC or APRA; or
- a legal practitioner, for the purpose of obtaining legal advice or legal representation in relation to your concern.

In limited circumstances, certain "public interest" or "emergency" disclosures made to a journalist or parliamentarian are also protected by law.

Certain steps need to be taken before a "public interest" or "emergency" disclosure can be made to one of these people and it is important you understand these. For example, you must have previously made a disclosure to ASIC, APRA or a

prescribed body before making a "public interest" or "emergency" disclosure and, in the case of a "public interest" disclosure, at least 90 days must have passed since the previous disclosure. Please contact the Whistleblowing Protection Officer if you would like more information about "emergency" and "public interest disclosures".

What should I do if a protection is breached?

MTO takes any breach of these protections seriously. Where you believe a breach has occurred, you should raise a concern with the Whistleblowing Protection Officer.

Where your report is about how your concern was handled, you should raise your concern with the Whistleblowing Protection Officer or Chief Financial Officer. If you suffer detriment because you have or propose to raise a concern, you may be entitled to compensation or other remedies in some circumstances.

Is anything not covered by MTO whistleblower program?

MTO's whistleblowing program and the protections under the *Corporations Act* or *Tax Administration Act* generally do not apply to personal work-related grievances. These are usually reports which relate to your employment.

Instead, these matters should be reported in accordance with MTO's HR Policy.

However, this Policy will still apply in some circumstances, such as where your concern:

- also includes information about misconduct (mixed report);
- relates to any detriment caused to you as a result of raising a concern regarding a disclosable matter;
- relates to breaches of a law of the Commonwealth, including that punishable by 12 months imprisonment or more, or represents a danger to the public or the financial system; or
- has significant implications for MTO.

A personal work-related grievance may also still qualify for protection if you have sought legal advice or representative about the operation of the whistleblower protections under the *Corporations Act*.

Where in doubt, you should make your report to Whistleblowing Protection Officer. They will make sure your report is dealt with under the right policy.