



Australia

Australian Whistleblower Policy

Document No: PAU.COR01.010
Valid from: August 2020
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Australian Whistleblower Policy

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Australian Whistleblower Policy

1 Purpose

In furtherance of the Company's values, the Executive Management Team and the Board are committed to preventing and detecting breaches of the Company's Code of Ethical Conduct and preventing illegal and other undesirable conduct. This commitment serves a critical role in protecting the Company's long-term sustainability and reputation.

This Policy has been implemented to ensure that you can raise concerns regarding actual or suspected contravention of the Company's Code of Ethical Conduct and non-adherence to applicable laws without fear of reprisal or retaliation.

The Company recognises that disclosures by whistleblowers have an important role in identifying contraventions and wrongdoing. Accordingly, the Company wants to ensure that individuals who disclose potential contraventions or wrongdoing can do so safely, securely and with confidence that they will be protected and supported.

If you genuinely believe someone has contravened the Company's Code of Ethical Conduct or the law, you are encouraged to speak up and disclose it. The Company takes these matters seriously and will ensure all disclosures are dealt with appropriately and on a timely basis.

The Company is required to comply with the obligations relating to protection of whistleblowers in the *Corporations Act 2001* (Cth) (**Act**) and this Policy is prepared comply with these obligations. If this Policy differs from any applicable law, the more stringent requirement will be applied.

2 Who can disclose concerns?

This Policy applies to all officers, employees, suppliers (including their employees), Associates of the Company or a relative, spouse or dependent of such persons or entities (**Eligible Whistleblower**).

3 Defined terms

Where capitalised terms have been used, please refer to the Glossary in section 13 for their definition.

4 What concerns should be disclosed?

You are encouraged to report any information where you have reasonable grounds to suspect that the information concerns misconduct, or an improper state of affairs in relation to the Company (**Disclosable Matters**).

Disclosable Matters are:

- any conduct that contravenes a provision of: the *Corporations Act 2001* (Cth), the *Australian Securities and Investments Commission Act 2001* (Cth), the *Banking Act 1959* (Cth), the *Financial Sector (Collection of Data) Act 2001* (Cth), the *Insurance Act 1973* (Cth), the *Life Insurance Act 1995* (Cth), the *National Consumer Credit Protection Act 2009* (Cth), the *Superannuation Industry (Supervision) Act 1993*, or any instrument made in relation to these acts;
- any conduct that constitutes an offence against any Commonwealth law that is punishable by imprisonment for more than 12 months;
- any conduct that represents a danger to the public or financial system;
- fraud;
- negligence;
- default;
- breach of trust; and
- breach of duty.

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Disclosures that are not about a Disclosable Matter/s do not qualify for protection under the Act. Any disclosure found to be malicious, deliberately misleading or which you know to be untrue may be subject to disciplinary action.

5 What concerns should not be disclosed?

This Policy does not apply to personal work-related grievances. These are generally grievances in relation to an individual's current or former employment that have implications for that individual personally but do not have any other significant implications for the Company or relate to conduct about the matters covered in section 4 above.

Examples of personal work-related grievances include:

- an interpersonal conflict between you and another employee;
- a decision that does not involve a breach of workplace laws;
- a decision about your engagement, transfer or promotion;
- a decision about your terms and conditions of engagement; or
- a decision to suspend or terminate your engagement, or otherwise to discipline you.

Employees are encouraged to resolve their personal work-related grievances and raise these grievances with a supervisor or a member of the Human Resources team.

A personal work-related grievance may still qualify for whistleblower protection if:

- it includes information about or involves misconduct;
- the Company has breached employment or other laws punishable by imprisonment for 12 months or more, engaged in conduct that represents a danger to the public, or the disclosure relates to information that suggests misconduct beyond your personal circumstances;
- you suffer from or you are threatened with detriment for making a disclosure; or
- you seek legal advice or legal representation about the operation of the whistleblower protections under the Act.

6 Who can you disclose concerns to?

We encourage whistleblowers to report matters to one of the following people:

- a Director or Company Secretary of the Company;
- Managing Director;
- CFO;
- a General Manager (particularly the General Manager – HR);
- Head of Legal & Compliance; or
- Compliance Manager.

This will assist the Company in identifying and addressing wrongdoing as early as possible.

If you don't feel comfortable disclosing your concern to one of the people above, you can also make a disclosure to the Company's Integrity Hotline which is managed by an external provider, Expolink.

Whilst we recommend reporting matters internally at first instance, whistleblowers will also be afforded protection where they have made a complaint:

- to ASIC or APRA;
- to a legal practitioner for the purpose of obtaining legal advice or legal representation; or
- under the strict guidelines of an Emergency Disclosure or Public Interest Disclosure after seeking legal advice.

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If you wish to seek additional information before making a disclosure, you may contact the Company's Head of Legal & Compliance or an independent legal advisor.

7 How to make a disclosure

7.1 Anonymous disclosures

We encourage you to share your identity when making a disclosure as it will make it easier to address your matter; however, you are not required to do so. Disclosures can be made anonymously and still be protected under this Policy and where applicable, under the Act. You can choose to remain anonymous while making a disclosure, over the course of the investigation and after the investigation is finalised although it is recommended you maintain communication with the Company so we can ask follow up questions and provide feedback. You can also choose not to answer questions you feel could reveal your identity at any time. Should you wish to disclose a matter anonymously, it is recommended you make the disclosure using the Integrity Hotline service below.

7.2 Within the Company

You can disclose the matter to one of the following:

- a Director or Company Secretary of the Company;
- Managing Director;
- CFO;
- a General Manager;
- Head of Legal & Compliance; or
- Compliance Manager.

The disclosure can be made either:

- in person;
- by telephone: call +61 7 3271 7777 to be directed to an appropriate person;
- by email: integrity@penske.com.au; or
- by post: 72 Formation Street, Wacol QLD 4076, addressed to the appropriate person.

7.3 Integrity Hotline Service

The Company has the Integrity Hotline service in place with an independent external service provider. The service enables disclosures to be made anonymously, confidentially and outside of business hours. Should you not feel comfortable discussing the matter with the people identified above, or if you do not believe it would be appropriate given the circumstances of the wrongdoing, you are encouraged to utilise our Integrity Hotline service. Disclosures can be made to the Integrity Hotline as follows:

- Hotline - A toll free telephone call: Australia – 1800 121 889, New Zealand – 0800 443 816; or
- Online - Access the Expolink website at the URL: <http://expolink.co.uk/whistleblowing/submit-a-report/>. The access code is **PCV**.

Reports can be made to the Integrity Hotline 24 hours a day, all year round. Any calls made to the Integrity Hotline are not recorded. The operators taking the call on the hotline are not associated with the Company. They are trained and experienced specialists dedicated to dealing with whistleblowers and their concerns. You will be provided with a confidential reference number by the operator, which will enable you to receive updates on the status of your disclosure and to provide further information while retaining anonymity.

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8 Legal protections for disclosers

You will not be discriminated against or disadvantaged in your employment with the Company for making a report in accordance with this Policy, nor will you experience reprisals due to your actions in making a report. The Company will take all reasonable steps to ensure that adequate and appropriate protection is being provided to you if you make a report. This protection applies if your concern is proven or not, regardless of whether it is reported to an external authority.

8.1 Civil, criminal and administrative liability protection

If you qualify for protection under the Act, you are protected from the following in relation to the disclosure:

- civil liability (e.g. any legal action against you for breach of an employment contract, duty of confidentiality or another contractual obligation);
- criminal liability (e.g. attempted prosecution for unlawfully releasing information, or other use of the disclosure against you in a prosecution (other than for making a false disclosure)); and
- administrative liability (e.g. disciplinary action for making the disclosure).

The protections do not grant immunity for any misconduct you may have engaged in if that is revealed through your disclosure.

8.2 Identity protection (confidentiality)

The Company will not disclose your identify or information that is likely to lead to your identification unless:

- you consent;
- the disclosure of your identity is allowed or required by law;
- the disclosure of your identify is made to ASIC, APRA, or a member of the Australian Federal Police; or
- the disclosure is to a legal practitioner for the purposes of obtaining legal advice or legal representation about the whistleblowing laws.

No details of your disclosure will be included in your personnel file or performance review. To support this, disclosures will be handled by qualified staff who will take measures to reduce the risk of your identify being disclosed. All paper and electronic documents relating to disclosures will be stored securely. Access to all information relating to a disclosure will be limited to those directly involved in managing and investigating the disclosure.

Note that, in practice, people may be able to guess the discloser's identity if:

- the discloser has previously mentioned to other people that they are considering making a disclosure;
- the discloser is one of a very small number of people with access to the information; or
- the disclosure relates to information that a discloser has previously been told privately and in confidence.

8.3 Protection from detrimental acts or omissions

The Company cannot engage in conduct that causes detriment to you (or another person) in relation to a disclosure.

Examples of detrimental conduct are:

- dismissal or demotion of an employee;
- discrimination between an employee and other employees of the same employer;

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- harassment or intimidation;
- harm or injury, including psychological harm; and
- damage to a person's property, reputation or financial position.

Examples of actions that are not detrimental conduct:

- administrative action that is reasonable for the purpose of protecting a discloser from detriment (e.g. moving a discloser who has made a disclosure about their immediate work area to another office for protection purposes); and
- managing a discloser's unsatisfactory work performance, if the action is in line with the Company's performance management framework.

8.4 Measures in place to protect against detrimental acts or omissions

The Company adopts a risk-based approach to assessing and controlling the risk of detriment. The processes are based upon the Company's existing risk management framework.

Depending on the circumstances the Company may take certain measures to protect you against detrimental acts or omissions which may include making modifications to your workplace, employing strategies to help you minimise and manage stress, providing you with extended leave or intervening to protect you if detriment has already occurred.

You may also seek independent legal advice or contact a regulatory body e.g. ASIC if you believe you have suffered a detriment.

8.5 Compensation and other remedies

If you qualify for protection under the Act, you can seek compensation and other remedies through the courts if:

- you suffer loss, damage or injury because of a disclosure;
- the Company failed to take reasonable precautions and exercise due diligence to prevent the detrimental conduct.

Disclosers should seek independent legal advice in these circumstances.

9 Handling and investigating a disclosure

9.1 Handling a disclosure

When receiving a disclosure, the recipient shall consider whether the location and time are appropriate:

- for you to make your disclosure comfortably; and
- for ensuring you are protected.

A matter that is disclosed within the Company will be notified to the PTGI President, Executive Vice President, General Manager – HR, Head of Legal & Compliance and the Compliance Manager (**Whistleblower Review Group**).

The Whistleblower Review Group will assess the disclosure to determine whether:

- it qualifies for protection under the Act; and
- an investigation is required.

This assessment will focus on the substance of a disclosure, rather than what is believed to be your motive for reporting.

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9.2 Investigating a disclosure

If the disclosure is to be investigated, the investigation will commence as soon as practicable. Note that there may be limitations to the investigation process e.g. it may not be possible to undertake an investigation if you cannot be contacted. The Whistleblower Review Group will determine:

- the nature and scope of the investigation;
- the person(s) within and/or outside the Company that should lead the investigation;
- the nature of any technical, financial or legal advice that may be required to support the investigation; and
- the timeframe for the investigation.

Note that without your consent, the Company cannot disclose information that is likely to lead to your identification as part of its investigation process unless:

- the information does not include your identity;
- the information relating to your identity or other information that is likely to lead your identification is removed (e.g. your name, position title and other identifying details); and
- it is reasonably necessary for investigating the issues raised in the disclosure.

The investigation process will follow best practice i.e. be objective, fair and independent while preserving the confidentiality of the investigation. For example, a report will not be investigated by someone who is implicated in the reported matter.

9.3 Keeping a discloser informed

The Company will acknowledge your disclosure after it receives the information. A discloser will be provided with updates if the discloser can be contacted. The method, frequency and timeframe will depend on the nature of the disclosure. Where possible, updates will be provided at the following key stages:

- when the investigation process has begun;
- while the investigation is in progress; and
- after the investigation has been finalised.

There may be circumstances where it may not be appropriate to provide you with details of the outcome of the investigation.

9.4 Integrity Hotline disclosures

When a disclosure is made to the Integrity Hotline, Expolink prepares a written report that is then forwarded to the Whistleblower Review Group, a representative of the Human Resources Department within Penske Automotive Group, Inc (**PAG**) and the PAG Director of Internal Audit.

The report given by Expolink to the Company will not contain any information about you unless you have expressly given your consent.

If you have requested and where appropriate to do so, you will be provided with feedback by Expolink about the outcome of the investigation.

9.5 How the investigation findings will be documented, reported internally and communicated to the discloser

The Compliance Manager or HR delegate will prepare a compliance investigation report. The report will be issued internally to the Whistleblower Review Group and that group will determine:

- actions to be taken;
- who else internally should be advised of the outcome and the form of that advice; and

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- the information which can be provided to you, noting that there may be circumstances where it may not be appropriate to provide details of the outcome.

If the discloser is not satisfied with the process or outcome of the investigation, they may request the matter be reviewed by an officer who is not involved in handling and investigating disclosures.

All reported investigations will be closed following sign-off from the Executive Vice President. A copy of the investigation report will be sent to the PAG Executive Vice President of Human Resources. A summary of reports, including outcomes, will be provided to Company's Compliance and Risk Review Board on a quarterly basis.

10 Ensuring fair treatment of individuals mentioned in a disclosure

The Company has the following measures in place to ensure the fair treatment of individuals mentioned in a disclosure:

- disclosures will be handled confidentially;
- each disclosure will be assessed and may be the subject of an investigation;
- the objective of an investigation is to determine whether there is enough evidence to substantiate or refute the matters reported;
- when an investigation needs to be undertaken, the process will be objective, fair and independent;
- an employee who is the subject of a disclosure will be advised about the subject matter of the disclosure as and when required by principles of natural justice and procedural fairness and prior to any actions being taken e.g. if the disclosure will be the subject of an investigation; and
- an employee who is the subject of a disclosure may contact the Company's Employee Assistance Program.

11 How to access the Policy

11.1 Within the Company

This Policy will be available to all Company officers and employees as follows:

- incorporated in employee induction packs;
- posted on the staff intranet; and
- incorporated in the Company's compliance training and communications in staff toolbox meetings.

An information poster with contact details for the Integrity Hotline will be displayed on common notice boards throughout the Company.

11.2 Outside the Company

This policy is available on the Company's external websites.

12 Reviewing and updating the policy

This Policy will be reviewed regularly to determine its appropriateness.

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13 Glossary

| Term | Definition |
|-----------------------------------|---|
| Act | <i>Corporations Act 2001 (Cth).</i> |
| ASIC | Australian Securities and Investment Commission |
| APRA | Australian Prudential Regulatory Authority |
| Associate | A director or secretary of the Company, a related entity, or a director or secretary of that related entity. |
| Company | Penske Transportation Group International Pty Ltd and its Australian subsidiaries either individually or collectively as required in the relevant context. |
| Disclosable Matter | See section 4. |
| Eligible Recipient | An officer, senior manager, auditor, director or other person authorised by the Company to receive the disclosure. |
| Eligible Whistleblower | See section 2. |
| Emergency Disclosure | Where the discloser: has previously made an eligible disclosure under this Policy and the Act; has reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of one or more persons or the natural environment; provides written notice of their intention to make an Emergency Disclosure; and makes the disclosure to a member of Parliament or a journalist. The extent of information disclosed must be no greater than necessary. |
| Public Interest Disclosure | Where the discloser: has previously made an eligible disclosure under this Policy and the Act and at least 90 days have passed since the disclosure; does not have reasonable grounds to believe that action is being taken or has been taken to address the matter; has reasonable grounds to believe that further disclosure would be in the public interest; provides written notice of their intention to make a Public Interest Disclosure; and makes the disclosure to a member of Parliament or a journalist. The extent of information disclosed must be no greater than necessary. |

14 References and Related Documents

| Name | Location/Comments |
|---------------------------------------|--|
| PPS.COR01.002 Code of Ethical Conduct | Podium/Resources/Businessdocumentation |
| PCV.COR01.002 Code of Ethical Conduct | Podium/Resources/Businessdocumentation |

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Amendments

Please Note:

- The issue of an update invalidates the previous issue;
- The currently valid version of the policy can be accessed on the Podium;
- Hard copy printouts are not covered by any subsequent amendments;
- Always verify that the version is current before using the information contained therein.