

Whistleblowing Policy

1. INTRODUCTION

1.1. Who this Policy applies to

This Policy applies to direct employees, contractors and third party representatives of Compare the Market Pty Ltd (CTM) and has application to others with a connection to CTM referred to in paragraph 1.3 below.

1.2. Purpose

CTM is committed to providing a work environment that encourages and allows employees to operate with ownership and integrity, be recognised and rewarded for their achievements, and feel safe to raise matters of concern. Dishonest, illegal, fraudulent and unethical conduct is contrary to our Company Values.

All CTM employees are expected to behave and operate in a manner that promotes openness, honesty and transparency. This includes, being aware of, and raising matters of concern, and reporting any matters outlined within this Policy that require disclosure.

CTM employees are encouraged to raise matters of concern and, in most cases, it will be appropriate to do so informally, for instance with the person's manager.

The purpose of this Policy is to set out a confidential and secure process for reporting matters which an employee or other individual feels uncomfortable raising informally, and to:

- encourage individuals to report an issue if they reasonably believe someone has engaged in wrongdoing;
- outline how whistleblower disclosures will be managed, to:
 - allow individuals to disclose wrongdoing safely, securely and with confidence that they will be protected and supported;
 - deal with disclosures appropriately and on a timely basis;
 - provide transparency around the framework for receiving, handling and investigating disclosures;
 - encourage more disclosures of wrongdoing;
 - help deter wrongdoing; and
 - provide a practical tool for helping to identify wrongdoing that may not be uncovered unless there is a safe and secure means for disclosing it; and
- implement a framework for whistleblower disclosures which meets the requirements of the Corporations Act and provides protection for whistleblowers under the Tax Administration Act.

1.3. Who can make a report under this Policy

Reports can be made, with the protections set out in this Policy and the Corporations Act, by current and former:

- employees and contractors of CTM;
- directors and officers of CTM;
- third party representatives and other suppliers of goods or services to CTM;
- associates of CTM; and
- relatives, dependents and/or spouses of any individuals referred to in this paragraph.

1.4. Conduct that can be reported under this Policy

Reports can be made, with the protections set out in this Policy and the Corporations Act, of information that an individual has reasonable grounds to suspect concerns misconduct or an improper state of affairs or circumstances in relation to CTM. This may include information indicating:

- Misconduct as set out in Appendix A (including improper, fraudulent and corrupt behavior or practices);
- conduct that constitutes an offence against legislation, including the Corporations Act and ASIC Act;
- in the case of AGIC, that a responsible person does not meet the fit and proper criteria set out in AGIC's Fit and Proper Policy;
- misconduct, or an improper state of affairs or circumstances in relation to CTM's tax affairs;
- systemic issues that a regulator should know about to properly perform its functions;
- conduct prohibited by the Group CTM's Policies or Guidelines including the Employee Disclosure & Conduct Policy;
- conduct that may cause harm to a person; or
- conduct that represents a significant risk to public safety or the stability of or confidence in the financial system.

This Policy and the protections provided by it do not apply to personal work-related grievances unless those:

- relate to conduct of the type referred to above;
- involve conduct causing detriment to an eligible whistleblower under this Policy, or a threat of such conduct in connection with a disclosure or potential disclosure; or
- otherwise have significant implications for a Group company.

Examples of personal work-related grievances are contained in Appendix B. For grievances fitting this definition, please refer to the Dispute and Grievances Policy.

The protections in this Policy and under the Corporations Act also do not apply to other topics where the information does not concern misconduct or an improper state of affairs or circumstances.

1.5. Questions about this Policy

CTM has appointed a "Whistleblower Protection Officer" to receive and manage disclosures under this Policy. Any questions about how this Policy operates should be directed to the Whistleblower Protection Officer:

Name: Liz Compton (Group Chief People Officer, Australia)
Telephone: 61 07 3377 8801

Email: liz.compton@autogeneral.com.au

Mail: Level 13, Toowong Tower 9 Sherwood Road, Toowong QLD 4066

2. REPORTING PROCESS

2.1. Reporting conduct under this policy

Report of conduct protected under this Policy (of the types referred to in paragraph 1.4 above) should be made to the Whistleblower Protection Officer, whose contact details are set out in paragraph 1.5 above in person, or via phone, email or mail.

If you contact the Whistleblower Protection Officer in person or by telephone, you should expect to be asked:

- for details of the conduct you wish to report;
- whether you are comfortable providing your identity; and
- whether you agree to further contact to discuss and be provided with updates on your report.

If you contact the Whistleblower Protection Officer by email or letter, you should include:

- details of the conduct you wish to report;
- a statement regarding whether you are comfortable providing your identity (and where anonymity is desired, taking care not to reveal that in the email or letter); and
- a statement regarding whether you agree to further contact to discuss and be provided with updates on your report.

While you are encouraged to make reports under this Policy to the Whistleblower Protection Officer, you are also entitled to make a whistleblower report to:

- another "Eligible Recipient" of CTM, which means:
 - a director or officer;
 - a senior manager;
 - an internal or external auditor (KPMG), or a member of an audit team conducting an audit;
 - an actuary;
- the Australian Securities & Investments Commission (ASIC);
- the Australian Prudential Regulatory Authority (APRA); or
- the Australian Tax Office (ATO) for tax matters only.

Where you make a report to one of the "Eligible Recipients" of CTM referred to above, rather than to the Whistleblower Protection Officer, it is important that you first state that you wish to make a report under this Policy, so that the recipient understands that the terms of the Policy need to be met. Where such an "Eligible Recipient" receives a report under this Policy, they should immediately notify the Whistleblower Protection Officer and follow their directions.

If you wish to make a report to one of the other entities, you can do so as follows:

- **ASIC** – refer to: <https://asic.gov.au/about-asic/asic-investigations-and-enforcement/whistleblowing/>

- **APRA** – refer to: <https://www.apra.gov.au/become-a-whistleblower-and-make-a-public-interest-disclosure>
- **KPMG** – Phone 07 3233 3127
- **ATO** - <https://www.ato.gov.au/general/gen/whistleblowers/> (applicable to tax matters only)

2.2. Public interest disclosures

If you make a report to ASIC or APRA (but not otherwise), you are also entitled to disclose information to a journalist or parliamentarian in the following circumstances:

- at least 90 days have passed since you made your report to ASIC or APRA;
- you do not have reasonable grounds to believe that action is being, or has been taken, in relation to your report;
- you have reasonable grounds to believe that making a further disclosure of the information is in the public interest; and
- before making the public interest disclosure, you have given written notice to ASIC or APRA (as appropriate) that identifies the disclosure and states that you intend to make a public interest disclosure.

It is recommended that you contact an independent legal adviser before making a public interest disclosure.

2.3. Emergency disclosures

If you make a report to ASIC or APRA (but not otherwise), you are also entitled to disclose information to a journalist or parliamentarian in the following circumstances:

- you have reasonable grounds to believe that information the subject of your report concerns a substantial and imminent danger to the health or safety of one or more persons or to the natural environment;
- before making the emergency disclosure, you have given written notice to ASIC or APRA (as appropriate) that identifies the disclosure and states that they intend to make an emergency disclosure; and
- the extent of the information disclosed in the emergency disclosure is no greater than is necessary to inform the journalist or parliamentarian of the substantial and imminent danger.

It is recommended that you contact an independent legal adviser before making an emergency disclosure.

2.4. Anonymity

You may make a report anonymously or under a pseudonym and still qualify for the protections under this Policy and the Corporations Act. You are also entitled to remain anonymous or use a pseudonym during the course of the investigation and to refuse to answer any questions put to you. Where a report is made anonymously, we will apply the same approach to assessing and investigating the disclosure as if you had revealed your identity. There may be some practical limitations, though, in conducting the investigation if you do not share your identity.

2.5. Legal advice

The protections in this Policy also apply to any report made by you to a legal practitioner for the purpose of obtaining legal advice or legal representation regarding the operation of the whistleblower provisions in the Corporations Act and this Policy (even if the legal practitioner concludes that your report is not protected by those provisions).

2.6. False reporting

You will still qualify for protection under the Corporations Act and this Policy if the information reported turns out to be incorrect, provided you had reasonable grounds to suspect it was correct. Deliberate false reporting, though, has the potential to cause reputational harm to CTM and to any individuals involved, so will not be protected and may result in disciplinary action.

2.7. Involvement in reported conduct

This Policy does not protect you from disciplinary action or liability if you were involved in the conduct you are reporting. However, voluntary reporting and full cooperation with the investigation will be considered as a factor when determining what action (if any) will be taken.

2.8. Conflicts of interest

Upon receipt of a report under this Policy, the Whistleblower Protection Officer should assess whether they have any actual or potential conflict of interest in relation to the conduct disclosed. If an actual or potential conflict is judged to exist, they should immediately pass all information relating to the report to the Group Managing Director & CEO (Asia Pacific) and remove themselves from any further involvement.

If you suspect that the Whistleblower Protection Officer may have a conflict, for instance by being involved in conduct the subject of your proposed report, you should make your report to the Group Managing Director & CEO (Asia Pacific) instead.

If a report is passed to the Group Managing Director & CEO (Asia Pacific) pursuant to this paragraph 2.8, the Group Managing Director & CEO (Asia Pacific) will assume the Whistleblower Protection Officer's responsibilities under this Policy in relation to that report.

3. ASSESSING AND INVESTIGATING MISCONDUCT

3.1. Review by Whistleblower Protection Officer

Upon receiving a report, the Whistleblower Protection Officer will assess its content to determine whether it falls within the scope of this Policy and whether an investigation is required.

3.2. Investigation

Where the Whistleblower Protection Officer considers an investigation to be warranted, it will arrange for that to be carried out in accordance with *Appendix C – Investigations*.

3.3. Maintaining confidentiality of disclosed information

All information provided by you, as part of a report under this Policy, will be held in the strictest confidence and all reasonable steps will be taken to protect your identity. All files and documentation (whether paper or electronic) will be kept secure in suitable locations and only accessed by the Whistleblower Protection Officer or in accordance with their directions. Interviews, meetings and phone calls related to an investigation will be done in private.

Where information is provided to an investigator or other individuals, they are to maintain confidentiality over the information in accordance with the Whistleblower Protection Officer's directions. In passing on any information, care will be taken to minimise the risk of you being identified, for instance by using gender neutral language and removing aspects of the information which could point towards your role within CTM.

Where you provide your identity in connection with a report under this Policy (or CTM otherwise comes to know of your identity), that will only be disclosed to individuals other than the Whistleblower Protection Officer in the following circumstances:

- with your consent;
- to ASIC, APRA or the Australian Federal Police; or
- to a legal practitioner for the purpose of obtaining legal advice or representation about the whistleblower provisions in the Corporations Act.

It is illegal for a person to disclose your identity or information likely to lead to your identification other than in these circumstances.

Information the subject of a report under this Policy will only be disclosed to an investigator or other individual where reasonably necessary for investigating the issues raised in the report. That information will not include your identity (where known) unless the Whistleblower Protection Officer has first obtained your consent. If consent is not given, your identity will not be provided to the investigator, and all reasonable steps will be taken to reduce the risk that you will be identified from other information. However, your refusal to consent to providing your identity to an investigator may impact the effectiveness of the investigation.

3.4. Record keeping

The Whistleblower Protection Officer will maintain appropriate records regarding each step in the process for dealing with whistleblower reports as set out in this Policy, including reports, communications and other documents prepared in relation to the report and its investigation.

3.5. Disclosure updates

Where you have agreed to be contacted in relation to a report under this Policy, you will be:

- contacted within a reasonable period to acknowledge receipt of your report;
- provided with regular updates on any investigation, as considered appropriate by the Whistleblower Protection Officer, having regard to the nature of the disclosure in your report; and
- advised of the outcome of the report.

The Whistleblower Protection Officer will have regard to your preferred channel for communication in relation to these updates.

4. WHISTLEBLOWER PROTECTION AND SUPPORT

4.1. Protection from action by CTM

CTM will not take any action that causes detriment to an individual who makes a whistleblower report in accordance with this Policy, including but not limited to disciplinary action, dismissal, altering their position or duties to their disadvantage, discrimination, harassment, intimidation, damage to property, reputation, business or financial position or other harm, injury or damage.

For the sake of certainty, detrimental action does not include administrative action taken to protect an individual, provided it is reasonable, or managing the individual's unsatisfactory work performance in line with the CTM's performance management framework. This Policy also does not grant immunity for any misconduct an individual has engaged in themselves.

4.2. Protection from action by CTM's Officers and Employees

CTM's officers and employees are also prohibited from engaging in conduct that causes detriment to an individual who makes a whistleblower report in accordance with this Policy, including:

- where they believe an individual may be proposing to make a report which would qualify for protection; and
- the making of threats to engage in such conduct.

4.3. Protection from civil and criminal liability

An individual who makes a whistleblower report in accordance with this Policy is also protected from civil and criminal liability in relation to the making of that report.

4.4. Application of protections

The protections set out in this section 4 apply from the time that the individual makes their report under this Policy.

4.5. Investigation of potential breaches

If you believe a person has acted contrary to the terms of this Policy, in particular paragraph 3.3 (Confidentiality) or this section 4, you may raise the matter directly with the Whistleblower Protection Officer, who will investigate it. You are also free to seek independent legal advice or lodge a complaint with ASIC or APRA if you believe you have suffered detriment in relation to a report made, or to be made, under this Policy.

4.6. Consequences of breach

If any employee acts in a way that breaches this Policy, in particular paragraph 3.3 (Confidentiality) or this section 4, they may face disciplinary action under the Managing Unacceptable Performance and Conduct Policy. The disciplinary action may involve a verbal or written warning or, in serious

cases, termination of employment. Some breaches of this Policy may also constitute a criminal offence.

4.7. Rights of compensation

If you suffer loss, damage or injury because of a report made under this Policy, you may be entitled to compensation or other orders through the Courts where CTM failed to prevent an individual from causing that detriment. You may wish to seek independent legal advice if you think that may be the case.

5. PROTECTION AND SUPPORT

5.1. Protection of and support to whistleblowers

CTM will endeavour to protect individuals who make reports under this Policy and provide support to them, including in the following ways:

- the Whistleblower Protection Officer will consider the risk of detriment against the individual as soon as
- possible after receiving a report and take any steps considered necessary to reduce that risk;
- the individual may contact the Whistleblower Protection Officer directly to discuss concerns they have
- in relation to the report, and steps that may be taken to reduce those concerns; and
- any other support requested by the individual which, in the Whistleblower Protection Officer's opinion,
- is reasonable including the Employee Assistance Program (EAP).

5.2. Support for individuals mentioned in a whistleblower disclosure

If you are the person who has allegations raised against you, you can expect that CTM will take reasonable and appropriate steps to protect your confidentiality.

If, as part of an investigation, the preliminary assessment determines that allegations are not supported, the fact that the investigation has been carried out, the results of the investigation and your identity will remain confidential.

If the preliminary assessment decides that a complete investigation is required, you, as the person subject to the allegations, will be:

- Informed of the nature of allegations;
- Given the opportunity to respond to the allegations before a final decision is made;
- Advised of the outcome of the investigation;
- Allowed to have their defence set out fairly in any report; and
- Informed of any adverse comments contained in any report.

6. REPORTING AND OVERSIGHT

6.1. Reporting to the Board and reviews of the Policy

The Whistleblower Protection Officer will:

- provide regular reports to the AGH and AGIC Boards regarding the effectiveness of this Policy and reports made under it;
- immediately inform the AGH, CTM and AGIC Boards of any report which concerns serious misconduct; and
- review this Policy annually (or more often if required), recommend changes to the AGH and AGIC Boards for approval and implement any approved changes.

6.2. Board role

The AGH and AGIC Boards will:

- oversee and monitor this Policy, including through the review of reports from the Whistleblower Protection Officer;
- review whether trends, themes or emerging risks highlighted by disclosures are being addressed and mitigated; and
- review and approve recommended changes to the Policy.

7. AVAILABILITY

This Policy will be made available to CTM employees through the intranet and staff training. It will be provided separately to those referred to in paragraph 1.3 of this Policy who are not CTM employees. A version of the Policy will also be made available to others entitled to make reports under this Policy through the Auto & General external website.

APPENDIX A. TYPES OF MISCONDUCT

The following table outlines different types of misconduct.

Types of Misconduct	Description	Example(s)
Misconduct	Misconduct is behaving in an improper or unprofessional manner	Examples of misconduct or impropriety are: <ul style="list-style-type: none"> • Avoidance and mismanagement of tax obligations • Insubordination • Deliberate violation of the conditions of your employment contract or an employer’s policy • Failure to meet normal expectations of behaviors such as: <ul style="list-style-type: none"> ○ Unlawful acts ○ Stealing/theft ○ Falsifying records ○ Being intoxicated ○ Being under the influence of illegal drugs ○ Fighting • Breach of legislation, a Code of Practice or CTM Policy or Guideline.
Impropriety	Impropriety is failing to observe standards or show due honesty or modesty	
Fraud	Fraud is any deliberate,	<ul style="list-style-type: none"> • Theft of property, money or identity – stealing

Types of Misconduct	Description	Example(s)
	dishonest or deceptive act or omission that may result in actual or potential financial loss to CTM for the purposes of an employee's (or employee's associate) personal gain	<ul style="list-style-type: none"> • Misappropriation of funds – diverting funds meant for someone else • Altering or tampering with documents – forgery • Falsifying documents or signatures – inventing invoices for payment; • Using a false or “borrowed” identity • Misusing work assets such as computers, telephones and other property or services • Providing false information • Hacking into databases for the purpose of gaining confidential information
Misuse of Privileged and Commercial information	Misuse of financial or commercial information relating to prospective or current business partners	<ul style="list-style-type: none"> • Board Members and Managers with access to, and availability of information that may influence their decision to the purchase or ownership of shares, assets or other interests in a competitor, supplier or partner • Board Members and Managers who hold, have held, or are considering a position on an external Board, or professional affiliate group
Bribery, improper influence	Bribery or improper influence is where money or favour is given or promised in order to influence the judgement or conduct of a person in a position of trust or influence. A bribe typically involves corrupt intent and usually both parties benefit	<ul style="list-style-type: none"> • A direct or indirect promise, offering or authorisation of anything of value • Offer or receipt of any kickback, loan, fee, reward or other advantage • Giving of aid or donations intended to exert improper influence. • Facilitation payments are a form of bribery made with the purpose of facilitating or “speeding up” the performance of a government official for providing services that you are entitled to
Facilitation Payments	In some countries, it is accepted practice to make a donation or payment to a Government Official to make a process or action easier or go faster. Facilitation payments are illegal and the Bribery Act makes no distinction between facilitation payments and bribes regardless of size of payment or local cultural expectations even if that is “how business is done”	

APPENDIX B. TYPES OF PERSONAL WORK-RELATED GRIEVANCES

The following table outlines different types of personal work-related grievances not covered by this Policy and the whistleblower protections (subject to paragraph 1.4 above).

Description	Example(s)
Interpersonal conflict	A personal conflict between the discloser and another employee.
Conditions of Employment	A dispute in relation to employment conditions or restrictions.

Description	Example(s)
Employment Transfer or Promotion	Disputes in relation to a transfer of position, or not obtaining / being overlooked for promotion.
Disciplinary Action or Performance Management	Grievance in relation to being placed on a performance management plan or the outcome of such a plan. Grievance in relation to a disciplinary action taken that is not related to the reporting of suspected misconduct.
Termination of suspension of engagement	Grievance in relation to a termination or suspension of employment or engagement of a contractor or subcontractor that is not as an outcome of or related to the reporting of suspected misconduct.

APPENDIX C. MANAGING INVESTIGATIONS AND ALLEGATIONS OF MISCONDUCT

Investigations

Where the Whistleblower Protection Officer determines that an investigation is required, that will normally be conducted by a member of the Internal Audit Team, under direction of the Head of Internal Audit. They will be provided with appropriate and discreet access to resources to support the investigation. Where it may be inappropriate for the investigations to be conducted in this manner, the Whistleblower Protection Officer in consultation with the Group Managing Director & CEO (Asia Pacific) will provide appropriate instruction for the investigation to occur.

The Investigator will plan the nature, scope and timeframe for the investigation (which will vary depending on the nature of the disclosure) in consultation with the Whistleblower Protection Officer and will provide regular updates to them.

The following approach will normally be taken in relation to an investigation:

1. A preliminary assessment will be completed to decide whether there is sufficient evidence to support the allegations and whether to proceed any further.
2. If a complete investigation is required it could involve the following:
 - Preliminary fact-finding review involving interviewing of relevant witnesses;
 - Reviewing and collating evidence;
 - Seeking advice from/obtaining expertise of external agencies;
 - Liaising with the police, other law enforcement agencies or regulatory bodies;
 - and/or
 - Preparing and reporting findings.

Note: The reporting employee will be kept informed of the progress of the investigation and will be consulted to clarify information where necessary, where they have consented to do so.

3. The Investigator will, at the end of the process, submit a written report of the findings to the Whistleblower Protection Officer.
4. If it is determined that there is sufficient evidence to support the allegations then the Whistleblower Protection Officer will determine any further actions to be taken, in consultation with others as appropriate.