

## Code of Conduct

including Whistleblower, Ethics, Bribery & Corruption Policy

<b>Division/s:</b>	All Eagers Automotive Companies
<b>Version Number:</b>	3.0
<b>Function:</b>	Internal Audit
<b>Commissioned Date:</b>	01/01/2019
<b>Review Date:</b>	01/01/2021

---

### 1. BACKGROUND

At Eagers Automotive Ltd Group of Companies (the Company, we and us), we are committed to a culture of honesty, ethics and integrity.

We recognise that in order to satisfy our stakeholders and be a preferred partner within the industry, we must observe the highest standards of behaviour and ethics. Behaving ethically in business extends beyond duties imposed by laws and includes our employees:

- acting with honesty, loyalty and respect in dealings with the Company and fellow employees;
- putting interests of the Company ahead of personal gain;
- not being involved in fraudulent, corrupt, illegal, unlawful or dishonest practices;
- avoiding deceptive or “sharp” practices or dishonourable conduct which would reflect unfavourably on the Company; and
- proper use of the Company’s resources and information.

We place great importance in fostering a culture that engages our employees and other stakeholders to speak up about matters of misconduct, fraud, theft or business practices that appear to lack integrity.

As such, we have implemented an integrity reporting framework to ensure that eligible persons (as defined below) are provided with a safe avenue to raise concerns in a manner in which their anonymity is protected.

The intention of this policy is to ensure that persons who interact with us understand our integrity framework and appropriate channels to report concerns. This policy is available in the Employee Information and Policy Manual on the Company’s intranet and also on the Company’s website.

We will review this policy from time to time. The right to change, terminate or deviate from the policy rests solely and exclusively with the Company.

## 2. COMMENCEMENT

This policy takes effect on 1 January 2019 and supersedes the Company's previous Whistleblower and Ethics policy.

## 3. SCOPE

This policy applies to each employee of the Company. An eligible person who discloses reportable conduct under this policy is a **Whistleblower**.

In this policy, "**eligible persons**" means former and current:

- Employees of the Company
- Officers of the Company
- Vendors and suppliers to the Company
- Contractors of the Company
- Family members of employees of the Company and its vendors, suppliers and contractors
- Associates of the Company
- Spouses, children or dependents of an Eligible Person

## 4. REPORTABLE CONDUCT

In this policy, "**reportable conduct**" means conduct, or a state of affairs, in relation to the Company which is:

- Fraudulent
- Illegal
- Dishonest
- Unethical
- Bribery or Corruption (see section 7)
- In breach of legislation
- In breach of Company policy
- Workplace Harassment and/or Bullying
- Sexual Harassment
- Discrimination
- Adverse Action against an employee of the Company

## 5. MAKING A DISCLOSURE

We encourage all eligible persons to report any reportable conduct under this policy. Disclosure can be through a variety of avenues but, if the eligible person is an employee of the Company, first directly to the employee's line manager.

In cases where the Whistleblower's manager may be involved in the reportable conduct, the matter should be referred to one of the following senior executives of Eagers Automotive:

- General Manager People & Safety
- Company Secretary and General Counsel
- Head of Internal Audit
- Chief Financial Officer
- Chief Operating Officer
- Chief Executive Officer

If an eligible person is not comfortable reporting activities directly to his/her manager or the above-named senior executives, the activities should be reported anonymously to our independently operated whistleblowing service (See section 6 - *External Reporting*).

While making a disclosure, Whistleblowers need to make it clear that they are making the disclosure within the terms of this policy to ensure the recipient of the disclosure takes the necessary action to investigate and to protect the Whistleblower's identity where required.

## 6. EXTERNAL REPORTING

We have contracted "Your Call Whistleblowing Solutions" (**Your Call**) as an option to receive and manage reports from Whistleblowers with impartiality and confidentiality.

This option allows Whistleblowers to:

- remain completely anonymous; or
- identify themselves to Your Call only; or
- identify themselves to both Your Call and the Company

The Your Call reporting options include:

Australia: 1300 790 228 (9am to 12am on recognised business days)

New Zealand: 0800 123 508 (9am to 12am on recognised business days)

Website: <https://www.yourcall.com.au/report> (24/7)

Online reports can be made via the website address listed above. Whistleblowers will be required to enter an Eagers Automotive unique identifier code '**EAGERSGROUP**'

Access to reports to Your Call will be limited to persons permitted by law.

Your Call can circumvent access by any of the above executives upon request by the Whistleblower.

Whistleblowers will be able to securely upload any relevant documentation and/or material relevant to their disclosure to Your Call.

After making a disclosure to Your Call, Whistleblowers will be provided with a unique Disclosure Identification Number (**DIN**) and access to a secure online Message Board. The Message Board will allow ongoing anonymous communication with Your Call and/or the Company. Your Call will remain the intermediary at all times, receiving and forwarding communication between all parties, unless the Whistleblower agrees otherwise. The Message Board can be used to receive updates, share further information/evidence and request support or report any retaliation against the Whistleblower. Whistleblowers can also elect to contact Your Call via phone (above) for verbal updates.

### National Relay Service

Whistleblowers who are deaf or have a hearing or speech impairment can contact Your Call online or through the National Relay Service. Simply choose the contact method at [www.relayservice.gov.au](http://www.relayservice.gov.au) and request Your Call's hotline 1300 790 228.

Whistleblowers who have difficulty speaking or understanding English can contact Your Call through the Translating and Interpreting Service (**TIS**) on 131 450 and asking for Your Call on 1300 790 228.

## **7. ANTI-BRIBERY & CORRUPTION**

Giving bribes or engaging in corruption are offences which carry serious criminal and civil penalties. Given the seriousness of bribery and corruption and the reputational damage such practices may cause, bribery and corruption are not tolerated business practices within the Company. The Company intends to ensure our business activities and reputation are not compromised by the use of bribes or corrupt practices.

Bribery and corruption mean providing or offering a benefit, without a legitimate purpose, with the intention of influencing a third-party. Examples of benefits include money, gifts, entertainment or hospitality. A third-party is anyone our Company deals with including individual employees in the private or public sector. A secret commission or unofficial payments made to expedite transactions can each be a form of bribe.

Whether a particular benefit amounts to bribery and corruption is inferred from all the circumstances surrounding the benefit, such as:

- the size and type of the benefit;
- the context (e.g. was there an impending business decision);
- the treatment of the benefit by either party (e.g. was it recorded or secret);
- whether the benefit occurred in accordance with applicable policies of either party; and
- how frequently benefits were given.

### **Prohibited Conduct**

An employee of the Company must not:

- promise, offer, request or accept any form of bribe, whether for the Company or the employee's benefit;
- engage in any corruption or corrupt practices including offering a benefit to a third-party that is, or could be perceived to be, an attempt to influence a decision or outcome;
- seek to illegitimately influence a business outcome or other decision by a third-party;
- pay or accept a secret commission;
- make a political donation or provide a gift to a political party, candidate or elected parliamentarian on behalf of the Company, or that may, is intended to, or could be perceived to be an attempt to, influence a decision or outcome in favour of the Company or the employee's position at the Company;
- provide a benefit intended for an improper purpose through an agent or third party;
- use a donation or sponsorship as a means of making improper payments; or
- establish an undisclosed or unrecorded fund account.

An employee that is offered a bribe must decline the bribe and report the circumstances to their manager.

An employee that suspects or identifies bribery or corruption within the Company must report the circumstances to their manager or otherwise in accordance with Section 5.

## **8. METHODS OF INVESTIGATION**

All disclosures of reportable conduct under this policy will be taken seriously and handled promptly.

Once reportable conduct has been reported, the executive receiving the report will consider the matter and determine if further investigation is warranted and, if so, will appoint a Whistleblower Investigation Officer (**WIO**) to carry out the investigation.

The objective of the investigation will be to collate information relating to the report as quickly as practicable, to consider the information collected, and to draw a conclusion as to whether the reportable conduct did actually occur based on the evidence available to the WIO in an objective and impartial manner.

The rules of natural justice and fairness shall be observed in any investigation. It shall be conducted without bias and the person (if any) against whom the allegation is made must be given an opportunity to respond to the allegation before any finding against him/her is made. The investigation must be fully documented.

At the conclusion of the investigation, the WIO must prepare a written report detailing the matter, the findings, the reasons for the findings, and if requested to do so, any rectification actions implemented and/or recommended for implementation, and provide it to the relevant executives of the Company.

If requested to do so, the report must include the WIO's recommendations for steps to be taken to prevent the alleged conduct from occurring in the future.

If requested to do so and the report indicates that reportable conduct has (or is likely to have) occurred, the report must also include recommendations for remedial action (including appropriate disciplinary action up to and including termination and/or referral of the matter to appropriate authorities).

In all circumstances, whether or not the reportable conduct is proven the Company will ultimately decide what action (if any) is to be taken including any disciplinary action up to and including dismissal.

The fact that a matter is reported under this policy will not preclude us from raising with the Whistleblower, and taking any lawful action in respect of, any matters relating to the ordinary course of their employment or engagement (e.g. separate performance or misconduct issues).

## **9. CONFIDENTIALITY**

We will take all reasonable steps to protect the identity of anyone who makes a report under this policy with reasonable grounds for suspecting reportable conduct has or may occur.

## **10. PROTECTED DISCLOSURES**

We will take all reasonable steps to ensure that anyone who makes a report under this policy with reasonable grounds for suspecting reportable conduct has or may occur is treated fairly and does not suffer any retaliation (including dismissal, demotion, harassment, discrimination,

disciplinary action, bias, threats, disadvantage or other detrimental or unfavourable treatment or denial of any protection required by law) for making the report.

However, this does not preclude us from taking any lawful action as a result of any finding of the investigation into the matter the subject of the report.

## **11. BREACHES AND CONSEQUENCES**

Without limitation, any of the following will be regarded as a breach of this policy:

- unauthorised disclosure of the identity of a Whistleblower;
- unauthorised disclosure of information relating to a report made by a Whistleblower under this policy;
- retaliation against a Whistleblower for making a report under this policy; or
- engaging in or being knowingly involved in bribery or corruption.

Any breach of this policy by an employee will be regarded as serious misconduct and may result in disciplinary action, which may include termination of employment where appropriate.

## **12. KEY CONTACTS**

Confidential Whistleblowing Hotline:

Phone 1300 790 228 (9am and 12am AEST on recognised business days)

Website <https://www.yourcall.com.au/report> (24/7)

Eagers Automotive People and Safety: [hr@eagersautomotive.com.au](mailto:hr@eagersautomotive.com.au)

Eagers Automotive Internal audit: [internalaudit@eagersautomotive.com.au](mailto:internalaudit@eagersautomotive.com.au)

## **13. REVIEW**

This policy is subject to review by the Company at least every two years.

EMPLOYEE CERTIFICATION

I certify that I have read and understand the terms of the Eagers Automotive Ltd Group of Companies Code of Conduct (including Whistleblower, Ethics, Bribery and Corruption Policy).

Employees Name: \_\_\_\_\_

Employees Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Employees Location: \_\_\_\_\_

*This certification is to be completed and returned to the Payroll Department for filing on employee history files.*