

WHISTLEBLOWING POLICY

1. What is the purpose of this policy?

The carsales group is committed to conducting business with honesty and integrity, and we expect all of our employees to maintain high standards guided by our Code of Conduct. However, all organisations face the risk of things going wrong from time to time or of unknowingly harbouring illegal or unethical conduct.

A culture of openness and accountability is essential in order to prevent such situations occurring or to address them when they do occur. The aims of this policy are:

- To encourage employees to report suspected wrongdoing as soon as possible in the knowledge that their concerns will be taken seriously and investigated as appropriate, and that their anonymity protected.
- To provide employees with guidance on how to raise concerns.
- To reassure employees that they can raise genuine concerns without detrimental treatment or protection from victimisation.
- Provide Whistleblowers with an understanding of how disclosures will be handled.

It is important to note, that the procedure for making a disclosure applies to members of the public outside of our organisation.

2. Scope

This policy applies to all carsales Group employees, contractors and eligible whistleblowers (as defined by the legislation and detailed in this policy at Section 3).

Nothing in this policy is intended to diminish any additional or alternative protections, which may be available at law.

This policy should not be used for personal work related grievances unless relating to the victimisation of a Whistleblower. Personal work related grievances should be dealt with under your local Grievance and Disciplinary policy or process.

3. Policy relationship to Australian legal obligations

This policy has been written in accordance with the Treasury Laws Amendment (Enhancing Whistleblower Protections) Bill 2017 that updated and aligned Australian laws in relation to whistleblowing provision and protections in:

- Corporations Act 2001
- Taxation Administration Act 1953
- Banking Act 1959
- Insurance Act 1973
- Life Insurance Act 1995
- Superannuation Industry (Supervision) Act 1993

4. Accountability to report

All carsales group employees, officers, contractors, suppliers and volunteers have a legal obligation to:

- Uphold Australian and local laws.
- Comply with carsales group policies and procedures.

In our business culture, these obligations bring with them a responsibility to also report any suspicion or observed breach of law, misconduct or action that represents a danger to the public, as well as any breaches of our Company policy.

5. What is whistleblowing?

'Whistleblowing' is the disclosure of information that relates to suspected misconduct or an improper state of affairs.

A 'whistleblower' is a person who makes a disclosure.

6. Protected Disclosures

A disclosure will be considered 'protected' provided:

- The disclosure is made by an Eligible Whistleblower.
- The disclosure is made in regards to the carsales group.
- The disclosure is made to an eligible recipient.
- The discloser must possess a reasonable grounds to suspect the information they are disclosing concerns 'misconduct' or an 'improper state of affairs or circumstances'.

a. Eligible recipients of a disclosure

Disclosures can be made to the following eligible recipients:

- An officer or senior manager of the carsales group. This means a carsales Executive Leadership Team Member (ELT) or country Manager in the case of Chileautos, Demotores, Soloautos or SK Encar.
- A person authorised by to receive disclosures. At carsales this is a People and Culture Business Partner.
- An auditor or member of the audit team conducting an audit of the carsales group.
- An actuary of the carsales group.

carsales have appointed Deloitte to take disclosures on our behalf so whistleblowers are encouraged to report any disclosures using the *Whistleblower Hotline @carsales*. Details of this service are listed in section 8 of this policy.

b. Disclosable matters

A protected disclosure can be made of any information that concerns misconduct or an improper state of affairs in relation to the carsales group. Disclosable matters include information that indicates the carsales group (or an officer or employee) has engaged in conduct contravening legislation.

Reportable matters include any conduct that includes, but is not limited to:

- Dishonest behaviour, corrupt or illegal activities.
- Fraudulent activity, theft, money laundering or misappropriation.
- Unlawful, corrupt or irregular use of company funds or practices.
- Offering or accepting a bribe.
- Unethical conduct, including anything that would breach the carsales Group Code of Conduct;
- Improper or misleading accounting or financial reporting practices.
- A breach of any legislation relating to carsales's operations or activities.
- Behaviour that is oppressive, discriminatory or grossly negligent.
- Any behaviour that poses a serious risk to the health and safety of any person in the workplace, in public or in the environment.
- Any other conduct that may cause loss to the carsales group or be otherwise detrimental to the interest of carsales.
- Any instruction to cover up or attempt to cover up serious wrongdoing.

If the matter relates to imminent danger to human safety, local emergency services should be called.

7. Making a disclosure

Protected disclosures can be made to recipients in section 4b of this policy.

The carsales group encourages all disclosures to be made using the Independent Whistleblower Service. The Independent Whistleblower Service known as the *Whistleblower Hotline @carsales* is supported by Deloitte and allows employees to submit anonymous or named disclosures.

You can access the *Whistleblower Hotline @carsales* through:

- Dedicated hotline number: 1800 844 930 (Australia only)
- Wesbite: www.carsales.deloitte.com.au
- Email: carsales@deloitte.com.au

Any disclosures made through the *Whistleblower Hotline @carsales* will be reviewed by a Deloitte investigator and the summarised information will be provided to a designated person at carsales for follow up or corrective action.

Under the legislation you may have the right to make public interest disclosure to regulators, members of parliament and the media.

8. Protection of Whistleblowers making a disclosures

When a whistleblower has not given express consent to have their identity known, carsales:

- Must keep confidential the identity of anyone suspected or known to have made a whistleblowing disclosure.

- Must ensure whistleblower's that have come forward and those implicated in disclosures are never subjected to detrimental or adverse treatment because of reporting misconduct.

Under the Whistleblower Protection Bill, eligible whistleblowers reporting disclosable matters may also be protected more generally under the law from a range of secondary liabilities.

9. Whistleblowers implicated in the acts they disclose

The act of whistleblowing should not shield whistleblowers from the reasonable consequences flowing from any involvement they may have had in the improper conduct being report or disclosed.

A person's liability for his or her own conduct is not affected by the persons disclosures of that conduct.

10. Investigation and outcome

Once we have been alerted that a disclosure has been made, we will carry out an initial assessment to determine the scope of any investigation.

We will aim to keep a Whistleblower informed of the progress of the investigation. However, sometimes the need for confidentiality may prevent us giving specific details of the investigation or any disciplinary action taken as a result. A Whistleblower should treat any information about the investigation as confidential.

If a disclosure is made anonymously, we may not be able to keep you informed of the investigation process.

If we conclude that a Whistleblower has made false allegations maliciously, without reasonable grounds to suspect misconduct or with a view to personal gain, the Whistleblower may be subject to disciplinary action.

All investigations will be conducted in a fair and independent manner and all reasonable efforts will be made to preserve confidentiality of an investigation. To avoid jeopardising an investigation, an employee who has made a report under this policy is expected to keep the fact that a report has been made confidential, subject to any legal requirements.

11. Consequences for knowingly making false or vexatious reports

Whistleblowers are expected to have reasonable grounds for the claims made in their disclosures. Employees found to have knowingly made a false disclosure may be subject to disciplinary action.

12. Confidentiality

The identity of a Whistleblower will not be disclosed without the express permission of the Whistleblower, or any information which is likely to lead to their identification or which was obtained directly or indirectly because of the disclosures made by the Whistleblower.

It is noted that anonymity will not be contravened if the disclosure of information is reasonably necessary for the purpose of the investigation and all reasonable steps have been taken to reduce the risk the Whistleblower will be identified.

13. Protection and support for whistleblowers

It is understandable that Whistleblowers are sometimes worried about possible repercussions. We encourage openness and will support employees who raise genuine concerns under this policy, even if they turn out to be mistaken.

Employees must not suffer any detrimental treatment as a result of making a disclosure and carsales will ensure the fair treatment and support of anyone who makes a disclosure.

We are committed to protecting the anonymity of a Whistleblower and we endeavour to provide anyone the protection provided to Whistleblowers under the law.

Employees must not threaten or retaliate against whistleblowers in any way. Anyone involved in such conduct will be subject to disciplinary action.

14. Access to this policy.

This policy is available on the intranet in Australia and forms part of the induction process for all employee globally. It is also available on our external shareholder website.

It will be reviewed and updated as required due to business changes, legislative changes or at other times as required.

Document and Version Control

Version	Date	Review Date
3.0	May 2019	May 2020