

Whistleblower Policy

Apollo Tourism & Leisure Ltd ACN 614 714 742 (**Company**)

Effective date: July 2019

Apollo Group Whistleblower Protection Policy

1 Introduction

Apollo Tourism & Leisure Limited (**Apollo**) is committed to conducting business with honesty and integrity, and in accordance with the company's values and expected standards of behaviour. As part of this commitment, Apollo will honour its obligations to protect any genuine whistleblowers who come forward from retaliation.

This is consistent with Apollo's core values of leading the way on individual and organizational goals, and 'owning it' by taking responsibility for our actions and outcomes at the company.

This policy applies to the operations of Apollo in Australia, its Australian employees, officers, contractors, and associates, and to all related and subsidiary entities of Apollo in Australia (**Apollo Group**). It is designed to:

- (a) encourage people to speak up if they become aware of potential misconduct;
- (b) explain the protections available to eligible whistleblowers;
- (c) outline Apollo's processes for responding to whistleblower disclosures; and
- (d) provide information regarding the rights and obligations of employees, contractors, and other personnel of the Apollo Group under the *Corporations Act 2001 (Cth)* as amended by the *Treasury Laws Amendment (Enhancing Whistleblower Protections) Act 2019 (Cth)* (**the Australian Laws**).

If there is any inconsistency between the terms of this policy, and any other company policy authorised by Apollo, this policy will prevail to the extent of the inconsistency.

2 Qualifying for Whistleblower Protection

Under the Australian Laws, whistleblowers are entitled to certain protections where they:

- (a) are an **Eligible Whistleblower** (see **Section 3**);
- (b) make a disclosure to an **Eligible Recipient** (see **Section 4**); and
- (c) that disclosure is a **Protected Disclosure**, namely a disclosure of information where there are reasonable grounds to suspect that such information concerns misconduct or an improper state of affairs about the company (see **Section 5**).

Information about the protections that are available under the Australian Laws is set out in **Section 6 and 7** below. A disclosure will only be protected where it is made in accordance with the Australian Laws as described in this Policy.

3 Eligible Whistleblowers

The Apollo Group encourages any person with information about potential misconduct to speak up about such misconduct. However, for the purpose of the Australian Laws, the

following individuals may be an **Eligible Whistleblower** in relation to Apollo or a member of the Apollo Group:

- (a) all officers (within the meaning of the Australian Laws) of the Apollo Group;
- (b) all employees of the Apollo Group;
- (c) an employee of any organization that supplies goods or services to the Apollo Group;
- (d) any individual who supplies goods or services to the Apollo Group; and
- (e) any associate of Apollo or a group entity (as defined under the Australian Laws).

A relative or dependent of any of the individuals mentioned above may also be an Eligible Whistleblower. In future, the Australian Laws (and regulations) may also prescribe further types of individuals who qualify as Eligible Whistleblowers.

4 How an Eligible Whistleblowers can make a Protected Disclosure

4.1 Who can disclosures be made to?

An Eligible Whistleblower is entitled to make a protected disclosure to any of the following **Eligible Recipients**:

- (a) an officer or senior manager of the Apollo Group;
- (b) an auditor or member of an audit team conducting an audit of the Apollo Group;
- (c) an actuary of the Apollo Group; or
- (d) a person authorised by the Apollo Group to receive protected disclosures.

In addition, Eligible Whistleblowers can also make protected disclosures to ASIC, APRA, an Australian lawyer, or to other Australian Regulators in accordance with the Australian Laws.

4.2 How to make a Protected Disclosure?

Eligible Whistleblowers may make disclosures to any of the people mentioned above at any time. If an Eligible Whistleblower wishes to make a disclosure (or talk to someone about whether or not they should make a disclosure), the company encourages them to discuss the matter privately with one of the following recipients who are all authorised by Apollo to receive protected disclosures under the Australian Laws which relate to Apollo or any other company of the Apollo Group:

Authorised Recipient	Contact Details
Human Resources Manager	Sandra Foerster sandra@apollocamper.com.au +61 7 3265 9215
Company Secretary	Peter Jans pjans@live.com +61 412 370 005
Chief Financial Officer	Karl Trouchet karl@apollocamper.com +61 7 3265 9206

4.3 Disclosure of identity

In making any protected disclosure, Eligible Whistleblowers are not required to disclose their identity. This includes in any protected disclosure made within the Apollo Group. That said, to assist in the investigation of the matter, the Apollo Group strongly encourages all Eligible Whistleblowers to disclose as much information as possible, including their identity. The more information provided, the better the Apollo Group will be armed to investigate and act on a disclosure.

5 Protected Disclosures

Employees at the Apollo Group should feel free talk with the Human Resources Department or their manager at any time about day to day work-related matters. However, only certain types of disclosures will qualify as a protected disclosure and attract the protections provided for in this policy and under the Australian Laws.

A **Protected Disclosure** is a disclosure of information that is made where the Eligible Whistleblower has reasonable grounds to suspect that such information concerns misconduct or an improper state of affairs in relation to Apollo or a member of the Apollo Group.

5.1 Examples of disclosures which may qualify for protection

A Protected Disclosure can include the disclosure of information made where the Eligible Whistleblower has reasonable grounds to suspect that such information indicates that Apollo, any member of the Apollo Group, or any officer or employee at the Apollo Group has engaged in conduct which:

- (a) represents a danger to the Australian public or the Australian financial system or which is prescribed by regulations for the purposes of the Australian Laws;
- (b) constitutes an offence against, or a contravention of any of the following laws:
 - (i) *Corporations Act 2001* (Cth);
 - (ii) *Australian Securities and Investments Commission Act 2001* (Cth);

- (iii) *Banking Act 1959* (Cth);
 - (iv) *Financial Sector (Collection of Data) Act 2001* (Cth);
 - (v) *Insurance Act 1973* (Cth);
 - (vi) *Life Insurance Act 1995* (Cth);
 - (vii) *National Consumer Credit Protection Act 2009* (Cth);
 - (viii) *Superannuation Industry (Supervision) Act 1993* (Cth); or
 - (ix) any instrument or regulation made under any of the above laws; or
- (c) constitutes an offence against any law of the Commonwealth of Australia which is punishable by imprisonment for a period of 12 months or more.

5.2 External Disclosures

In certain situations, an Eligible Whistleblowers may make a disclosure to Australian journalists or a Member of Parliament (an **External Disclosure**). External Disclosures can only be made in circumstances where:

- (a) a Protected Disclosure has already been made to a regulatory body (such as ASIC or APRA), but the Eligible Whistleblower has no reasonable grounds to believe that any action is being taken to address the conduct or state of affairs in question;
- (b) at least 90 days have passed since the Protected Disclosure was made;
- (c) the Eligible Whistleblower has reasonable ground to believe that it would be in the public interest for a further disclosure to be made, or alternatively, that the disclosure concerns a 'substantial and imminent danger' to the health or safety of a person or to the natural environment; and
- (d) before making the External Disclosure, the Eligible Whistleblower first gives the regulatory body written notice of their intention to make an External Disclosure.

The consequences of an Eligible Whistleblower making a non-protected External Disclosure can be significant and detrimental for Apollo and/or the whistleblower themselves. Accordingly, the Apollo Group strongly encourages any potential Eligible Whistleblowers to talk to their senior manager, a member of the human resources team, or their legal advisor about the protections and process applicable under the Australian Laws before making an External Disclosure.

5.3 What type of Information should be disclosed?

If you are considering making a whistleblower disclosure, you should gather as much information as possible (within the bounds of the law) about the misconduct or state of affairs in question. Where possible, you should endeavor to include information about:

- (a) the identity of any director, employee, officer, contractor or other person involved;
- (b) the nature of the allegations;
- (c) the date when such misconduct or state of affairs occurred;
- (d) the involvement of any other director, employee, officer, contractor or other person;
- (e) any witnesses; and
- (f) the location of any evidence (such as documentation or electronic data)

6 How Apollo will Support and Protect Eligible Whistleblowers

6.1 Primary protections

Where a Protected Disclosure qualifies for protection under the Australian Laws, Apollo (or the relevant member of the Apollo Group) will apply the following protections when responding to or investigating the disclosure:

- (a) **Right to Confidentiality:** The Australian Laws require that all employees and officers of the Apollo Group (and anyone else who indirectly obtains the identity of an Eligible Whistleblower) must take all reasonable steps to maintain the anonymity of an Eligible Whistleblower. The Apollo Group will take all steps possible to keep the confidentiality of the whistleblower's identity, including any information that is likely to identify them.
- (b) **Investigation into Disclosure:** The Apollo Group will investigate the matters raised in the disclosure as follows to determine whether any misconduct has occurred:
 - (i) there will be an independent investigation conducted in a timely manner. The length of time required to undertake the investigation will, of course, be dependent upon the nature of the allegations made;
 - (ii) if the Protected Disclosure has been made by someone who has disclosed his/her identity, the Apollo Group will, where possible, keep the discloser updated on the progress of the investigation. The extent to which this will be possible will depend upon the circumstances of the disclosure, including any obligations of confidentiality or legal privilege that arise; and
 - (iii) where the investigations identify serious criminal conduct, the Apollo Group will work with the police, regulators, or other authorities (as appropriate) who may pursue their own independent investigations.

If an Eligible Whistleblower who has made a Protected Disclosure has any questions about his/her Protected Disclosure or any investigation of a Protected Disclosure he/she is encouraged to contact the Apollo's Human Resources Department or the person to whom they made their Protected Disclosure. Employees may also contact the legal team to discuss any matters detailed in this Policy.

- (c) **Employee Assistance Program:** The Apollo Group currently offers an employee assistance program (**EAP**) to all employees of Apollo in Australia and their families. The EAP offers confidential telephone counselling and psychological assistance. This service is not limited to just whistleblowers, but is available to any Eligible Whistleblower who has made, or is considering making, a Protected Disclosure.

6.2 What to do if you suffer from Detrimental Conduct?

The Apollo Group is committed to ensuring that Eligible Whistleblowers do not suffer detriment where they make a Protected Disclosure. The Apollo Group takes this very seriously. You should tell an Eligible Recipient if you are concerned about being victimized or suffering from detrimental conduct because you have made a Protected Disclosure.

The meaning of 'detrimental conduct' will vary depending on the particular circumstances and the position of the whistleblower in relation to the Apollo Group. However, it may include conduct which causes, or threatens to cause:

- (a) the dismissal of an employee due to their whistleblower disclosure (or because the employee intends to or might make such a disclosure);
- (b) the injury of an employee in his or her employment;
- (c) the alteration of an employee's position or duties to his/her disadvantage;
- (d) discrimination between an employee and other employees at Apollo;
- (e) harassment or intimidation;
- (f) harm or injury, including psychological harm;
- (g) damage to a person's property;
- (h) harm to a person's reputation; and/or
- (i) damage to a person's business or financial position.

6.3 Other Protections

The Apollo Group may offer other protections (not mentioned above) to Eligible Whistleblowers or take further steps to prevent the occurrence of any detrimental conduct. Any further steps or protections will be determined by the Apollo Group as appropriate, depending upon the nature of the potential misconduct and the people involved.

Such protections may include, at the company's discretion:

- (a) monitoring or managing the behavior of other employees;
- (b) relocating employees (which may include the people alleged to have been involved in the potential misconduct) to a different division, group or office;

- (c) offering a leave of absence or flexible workplace arrangements to Eligible Whistleblowers while a matter is under investigation;
- (d) taking steps to rectifying any detriment that may have been suffered; and/or
- (e) taking disciplinary action against any other employees or persons involved in victimizing or causing detriment to an Eligible Whistleblower.

7 Information on Further Protections Under the Australian Laws

In addition to the protections provided by the Apollo Group, as detailed above in this Policy, there are further protections available under the Australian Laws:

- (a) orders for compensation may be available through the Courts, and can be made against any person who has caused (or threatened to cause) detriment to another person who has, or is believed to have, made a Protected Disclosure.
- (b) Eligible Whistleblowers who qualify for protection under the Australian Laws cannot be subject to any civil, criminal, or administrative liability (including disciplinary action) for making the Protected Disclosure. Importantly, however, this does not prevent a person from being the subject of criminal, civil, or administrative liability for conduct that is revealed by the disclosure; and
- (c) information revealing, or likely to lead to, the identification of an Eligible Whistleblower who qualifies for protection under the Australian Laws is not required to be disclosed to a Court or Tribunal, except where necessary under the Australian Laws or if the Court considers that it is in the interests of justice to do so.

These further protections are not administered by Apollo, or any member of the Apollo Group. You should seek independent legal advice if you have any queries about the further protections available to Eligible Whistleblowers under the Australian Laws.

8 Ensuring Fair Treatment of Employees Mentioned in Protected Disclosures

Where a Protected Disclosure raises potential misconduct involving an employee, or group of employees, of the Apollo Group, the relevant group entity will consider whether any disciplinary action is appropriate in the circumstances if that conduct is established.

If the Apollo Group is considering taking disciplinary action against such employees, Australian law may require that Apollo provide procedural fairness to such employees before it determines whether or not to take disciplinary action. In that regard:

- (a) procedural fairness ordinarily involves the Apollo Group providing details of the alleged misconduct of such employees and giving such employees an opportunity to provide an explanation of the alleged misconduct;

- (b) procedural fairness obligations can be difficult to comply with in circumstances where the Apollo Group is limited from disclosing the full nature of a Protected Disclosure by the confidentiality obligations that it owes Eligible Whistleblowers;
- (c) in complying with such procedural fairness obligations Apollo will not breach an Eligible Whistleblowers' confidentiality. However, the Apollo Group will be required to provide as much information as is possible to employees to give them a fair opportunity to respond to allegations; and
- (d) the Apollo Group may contact Eligible Whistleblowers to request their consent to provide additional confidential information to employees accused of misconduct. In such circumstances Apollo encourages Eligible Whistleblowers to provide their consent because, if consent is not forthcoming, Apollo may be limited in the allegations which it can fairly put to employees who are said to have been involved in misconduct. This could have the effect of limiting any disciplinary actions which may be open to Apollo against such employees for established misconduct.

9 Availability of this Policy

This policy is made available to all employees of the Apollo Group and to external parties such as contractors, suppliers and associated parties (who may meet the definition of an Eligible Whistleblower as set out above) via the Apollo Group's intranet and internet websites. It is also provided in hard copy to all new employees with the employment contract or initial induction.

Additionally, the Apollo Group will provide training to its Australian employees about the terms of this policy and the types of misconduct which may qualify as a Protected Disclosure under the Australian Laws.

10 Additional Information

The Australian Laws only provide protections to Eligible Whistleblowers where they make a Protected Disclosure in the manner contemplated by Australian Laws (as set out above).

Where Eligible Whistleblowers wish to make complaints or disclosures about other matters, such as personal work related grievances, the Apollo Group may elect not to treat such complaints or disclosures in accordance with the terms of this Policy. This is consistent with the Australian Laws, which provide that disclosures of information about 'personal work related grievances' do not qualify as a Protected Disclosure.

In this regard:

- (a) a disclosure will be about a personal work related grievance if it purely relates to the discloser's employment, or former employment, and has, or tends to have, implications for the discloser personally, such as:
 - (i) an interpersonal conflict between the discloser and another employee;
 - (ii) a decision relating to the engagement, transfer or promotion of the discloser;

- (iii) a decision relating to the terms or conditions of the discloser's engagement; or
 - (iv) a decision to suspend, terminate, or discipline the discloser; and
- (b) a disclosure will not be about a personal work related grievance if it has serious implications for Apollo or another member of the Apollo Group.

Any complaints about personal work related grievances will instead be dealt with in accordance with the Apollo Group's further relevant policies and procedures, as may be in place from time to time.

If anyone covered by this policy has any questions about its content may contact Apollo's Human Resources Department at any time.