



Whistleblower Policy

1. Overview

CTM is committed to responsible corporate governance, including ensuring that an appropriate framework and processes are in place to encourage the raising of concerns about inappropriate conduct within the organisation. This policy describes to whom this policy applies, how to make a whistleblower report, and how matters will be actioned and investigated, and protections and support available.

The Board has endorsed this Whistleblower Policy to support the CTM Code of Conduct and our overall governance framework.

2. Purpose and scope

This policy applies to all current and former CTM directors, officers, employees, contractors, and suppliers (and employees of suppliers). This policy also applies to spouses, relatives and dependents of any of these people. A person making a disclosure under this whistleblower policy is referred to as a whistleblower.

The purpose of this policy is to:

- Help deter wrongdoing by encouraging more disclosures of wrongdoing to CTM;
- Define matters about which a protected disclosure can be made;
- Outline the processes and communication channels for dealing with reports of inappropriate conduct;
- Set out the protections afforded to whistleblowers who make a report in good faith and safeguard them from detriment and retaliation;
- Provide transparency around CTM's framework for receiving, handling and investigating disclosures;
- Align with the Australian Securities Exchange Corporate Governance Principles and Recommendations.

3. CTM's commitment

CTM is committed to aligning with all local and international laws that are designed to protect persons who report any inappropriate conduct, matter or corporate violation and assist with all required enforcement proceedings as prescribed by legislation.

4. Policy

CTM encourages all persons who work at, for or with CTM to raise any concerns they have about a known or suspected unlawful or Reportable Conduct (see definition below).

To support this commitment and encourage an open and fair working environment, CTM provides a process for whistleblowers to confidentially report Reportable Conduct without fear of discriminatory treatment, dismissal or reprisal.

CTM is committed to taking prompt and appropriate action in investigating each report to ensure that the matter is appropriately addressed.

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5. Definition of Reportable Conduct

Reportable Conduct means: anything you have reasonable grounds to suspect concerns misconduct or an improper state of affairs or circumstances about any CTM group company. Examples of what might constitute Reportable Conduct could include (but are not limited to):

- A breach of a legal obligation;
- A criminal offence;
- Fraudulent, dishonest, unethical or corrupt behaviour;
- Official misconduct or maladministration;
- Conduct that may be dangerous to people, the environment or the public generally;
- A breach of CTM's Code of Conduct and/or any of the company's policies;
- Conduct which involves harassment, discrimination, bullying or victimisation that does not constitute a Grievance; or but does not include Grievances¹; and
- Conflicts of interest.

6. Excluded matters

While everyone is encouraged to speak up and report any concerns to CTM, not everyone or all types of concerns are intended to be covered by this policy. Only reports about Reportable Conduct are covered by this policy but not Grievances. You should raise these types of concerns with your local HR Manager.

7. Whistleblower confidentiality

Whistleblowers have a right to remain anonymous, including during any investigation into the disclosure. The person receiving the disclosure will seek the whistleblower's consent to share their identity with persons managing or investigating the disclosure. If a disclosure is not made anonymously, or an anonymous whistleblower consents to limited disclosure of their identity, CTM will take all reasonable steps to maintain the confidentiality of the identity of a whistleblower.

In certain circumstances, CTM may need to disclose a whistleblower's identity if it has a legal obligation to do so, including to certain regulators or law enforcement agencies or where the matter concerns a threat to an individual/s health and safety or with the consent of the whistleblower.

Whistleblowers who wish to remain anonymous may do so, noting this may make it more difficult for CTM to investigate the report and provide protection and support.

8. Reporting Reportable Conduct

The eligible recipients to receive a whistleblower report are:

Whistleblower Protection Officers (WPO)

- Global Chief Legal Officer & Company Secretary, Shelley Sorrenson - shelley.sorrenson@travelctm.com
- Global Chief Operating Officer, Eleanor Noonan - eleanor.noonan@travelctm.com

¹ Grievance means personal workplace complaints regarding:

- (a) inappropriate behaviour;
- (b) discrimination, harassment or bullying;
- (c) interpersonal conflicts and communication issues;
- (d) performance management processes;
- (e) outcome of internal recruitment processes; or
- (f) allocations of duties and responsibilities.

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Other Eligible Recipients

- CTM Board of Directors and Company Secretary (as shown at <https://au.travelctm.com/ctm-team/?filter=board>)
- any member of CTM's global leadership team (as shown at <https://au.travelctm.com/ctm-team/>)
- any member of CTM's regional leadership team (as shown at <https://au.travelctm.com/ctm-team/>)
- an auditor of CTM or member of an audit team conducting an audit on any CTM group company.

In limited circumstances involving an emergency or public interest disclosure, whistleblowers may report directly to relevant regulators, to the media or a member of parliament. In this case, the report may not be handled in accordance with this policy, but protections may be afforded under relevant laws.

9. Protection and Support

Whistleblowers who report Reportable Conduct in accordance with this policy will be protected under this policy and any relevant laws. CTM is committed to taking all reasonable steps to ensure that whistleblowers are protected and supported.

CTM will ensure that if a whistleblower makes disclosures about Reportable Conduct, the whistleblower will not suffer any detriment or retaliation, provided that the disclosures:

- are based on reasonable grounds;
- are not trivial or vexatious in nature with no substance. This will be treated in the same manner as a false report and may itself constitute wrongdoing;
- are not based on unsubstantiated allegations which are found to have been made maliciously, or knowingly to be false. These will be viewed seriously and the whistleblower may be subject to disciplinary action that could include dismissal, termination of service or cessation of a service or client relationship with CTM; and
- conform to the designated procedures outlined in this policy.

This protection will extend to repercussions or reprisals such as discriminatory treatment, dismissal, harassment or intimidation, formal warnings and confidentiality protections (where possible) provided the report is made on good faith and based on reasonable grounds. This protection will extend to any other parties that may be involved in the whistleblower report and investigation.

Whistleblowers may also be protected from any civil, criminal and administrative liability, in relation to their disclosure. Whistleblowers are not, however, protected for any of their own misconduct or illegal conduct which may be revealed by the report or subsequent investigations.

Where a whistleblower's report of Reportable Conduct is proven to be maliciously false, the whistleblower may be subjected to disciplinary action, which may include summary dismissal.

10. Investigation and Outcomes

Whistleblower reports will be reviewed by the eligible recipient receiving the disclosure and notified to the CTM Board of Directors. After making an assessment, the CTM Board of Directors will determine whether the disclosure falls within the scope of this policy and whether an investigation is required and by whom.

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Where the whistleblower has provided their contact details, the whistleblower will be regularly informed of updates, to the level at which the specifics of the investigation can be legally disclosed. Whistleblowers can raise concerns about the management of a report by contacting any of the eligible recipients.

Following investigation under this policy, a report setting out the details of the investigation will be provided to the CTM Board of Directors who will provide feedback, where appropriate, to the whistleblower regarding the progress and outcome of, and actions arising from, any investigation.

11. Access to this Policy

All employees are required to read this policy as part of their formal induction process into CTM.

This policy is also available on CTM's intranet and on CTM's public website.

12. Approval

The policy has been approved by the CTM Board of Directors.

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