

Whistleblower Policy

1. Overview

- 1.1 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.
- 1.2 The Board has endorsed this Whistleblower Policy to support the CTM Code of Conduct and our overall governance framework.

2. Purpose and scope

- 2.1 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.
- 2.2 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

- 3.1 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

- 4.1 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).

- 4.2 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.
- 4.3 CTM is committed to taking prompt and appropriate action in investigating each report to ensure that the matter is appropriately addressed.

Disclosures covered by this Policy – Reportable Conduct

5. Definition of Reportable Conduct

- 5.1 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; (breach of trust, breach of duty, negligence)
 - 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.

Other examples of disclosable matters

- failure to comply with, or breach of, legal or regulatory requirements;
- engaging in anti-competitive conduct prohibited under competition laws;
- failure of a director to give notice of any material personal interest in a matter relating to the operations and activities of CTM;
- engaging in or threatening to engage in detrimental conduct against a person who has made a disclosure or is believed or suspected to have made or be planning to make a disclosure
- deliberately providing incorrect or misleading information to a customer;

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.

- suspected material misstatements or omissions in connection with financial information included in reports filed with a regulator or otherwise disclosed publicly;
- suspected fraud or deliberate error in the preparation, evaluation, review, or audit of any CTM financial statement or in the recording or maintenance of CTM financial records;
- suspected deficiencies in or noncompliance with internal accounting controls; and
- suspected misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the CTM financial records, financial reports, or audit reports, or other suspected deviation from full and fair reporting of CTM's financial condition.

What is not Reportable Conduct?

6. Excluded matters

- 6.1 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 or you are also encouraged to seek legal advice about your rights and protections under employment or contract law and how to best resolve your personal work-related grievance you may have.

Examples of conduct which may constitute personal work-related grievance

- an interpersonal conflict between you and another employee;
- a decision relating to your employment, transfer or promotion;
- a decision relating to the terms and conditions of your engagement; or
- a decision to suspend or terminate your employment, or to otherwise to discipline you.

- 6.2 However, a disclosure about, or including, a personal work-related grievance may still qualify for protection in some instances.

Examples of personal work-related grievances that may still qualify for protection as disclosable matters

- an interpersonal conflict between you and another employee;
- it includes information about misconduct, or information about misconduct and may be accompanied by a personal work-related grievance;
- CTM has materially breached an employment or other laws;
- CTM has engaged in conduct which represents a danger to the public;

- you suffer from or are threatened with detriment for making a disclosure;
- you seek legal advice or legal representation about the operation of the whistleblower protections under the Corporations Act.

7. Whistleblower confidentiality

- 7.1 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.
- 7.2 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.
- 7.3 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. How to make a Report

- 8.1 CTM has an inbox that any relevant correspondence can be sent to at whistleblower@travelctm.com
- 8.2 CTM would like to identify and address any wrongdoing as early as possible. We therefore encourage eligible whistleblowers to disclose Reportable Conduct to one of the following eligible recipients Whistleblower Protection Officers (**WPO**).

Chair of CTM's Remuneration and Sustainability Committee
(07) 3329 7478
sophie.mitchell@travelctm.com
GPO BOX 264, Brisbane, QLD, Australia

Chair of CTM's Audit and Risk Committee
(02) 8286 7403
jon.brett@travelctm.com
GPO BOX 264, Brisbane, QLD, Australia

Global Chief Legal Officer & Company Secretary
(07) 3329 7477
shelley.sorrenson@travelctm.com
GPO BOX 264, Brisbane, QLD, Australia

Chief Legal Officer – North America
+1 (402) 399 4701
lisa.nasser@travelctm.com
2120 S. 72nd Street, Omaha, NE 68124

Head of Legal – UK/Europe
+44 (0) 7552 438 853
heba.soliman@travelctm.com
62 Queen Street, London EC4R 1EB

Other Eligible Recipients

- Remaining CTM Board of Directors (as shown at <https://au.travelctm.com/ctm-team/?filter=board>) and any other member of CTM's global executive 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/>)
 - CTM's auditor or member of an audit team conducting an audit on any CTM group company (as shown at <https://www.deloitte.com/au/en/about/people/profiles.david-rodgers+8c6cc771.html>)
- 8.3 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.
- 8.4 When making a disclosure under this Policy, you should provide as much information as possible, including the details of the Reportable Conduct, people involved, dates, locations and any other evidence or material which may be relevant.
- 8.5 You must have reasonable grounds to believe that the information you are disclosing is true, however you will still qualify for protection under this Policy and under Australian law if the information you provide turns out to be incorrect.

Anonymous reports

- 8.6 CTM encourages eligible whistleblowers to provide their name when making a disclosure under this Policy, as it will assist CTM to investigate and address their report.
- 8.7 However, if you do not want to reveal your identity, you may make an anonymous disclosure under this Policy and may choose to remain anonymous over the course of any investigation and after the investigation is finalised. There are various mechanisms available for protecting your anonymity when making a disclosure under this Policy, including:
- a) using an anonymised email address
 - b) adopting a pseudonym for the purpose of your disclosure.
- 8.8 If you choose to make an anonymous disclosure under this Policy, any investigation will be conducted as best as possible in the circumstances. You may refuse to answer questions that you feel could reveal their identity at any time during the investigation or at any other time.

- 8.9 Disclosures which are made anonymously will still be protected under this Policy and under Australian law. However, CTM may be unable to provide you with the same level of practical support and protection if you do not provide your name.
- 8.10 If you wish to remain anonymous in making a disclosure of Reportable Conduct, you should, where possible, maintain ongoing communication with CTM so that CTM can seek further information or clarification to assist in investigating and addressing your disclosure, and provide you with feedback and updates regarding the progress of any investigation and outcomes.

9. Protection and Support

- 9.1 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.
- 9.2 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:
- a) are based on reasonable grounds;
 - b) 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;
 - c) 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;
 - d) relationship with CTM; and
 - e) conform to the designated procedures outlined in this policy.
- 9.3 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.
- 9.4 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.
- 9.5 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. Handling and investigating a disclosure

- 10.1 All disclosures made under this Policy will be treated sensitively and seriously, and will be dealt with promptly, fairly and objectively. CTM's obligations and process in the case of a whistleblower complaint are outlined in **Appendix A**, including:

- a) initially assessing the disclosure;
 - b) investigating a disclosure; and
 - c) communicating with the whistleblower.
- 10.2 The Global Chief Legal Officer and Company Secretary acts as the Whistleblowing Investigation Officer (WIO) and investigates (or arranges the independent investigation of) any disclosures, safeguarding confidentiality as set out in this Policy.

Fair treatment

- 10.3 The WIO will ensure that any employee who is the subject of a disclosure made under this Policy is treated fairly during the course of an investigation of Reportable Conduct. Employees will have the opportunity to be informed of, and respond to, any report of Reportable Conduct made against them during the investigation.
- 10.4 Where you have made a disclosure of Reportable Conduct which is eligible for protection under this Policy, the WIO may appoint a WPO to support and help protect you. CTM can only appoint a WPO where you have agreed to share your identity with the WPO. The role of the WPO is to:
- a) safeguard the interests of a whistleblower;
 - b) assess the immediate welfare and protection needs of a whistleblower and, where the whistleblower is an employee, assist in providing the whistleblower with a supportive work environment; and
 - c) respond as appropriate and necessary to any concerns or reports of victimisation or detriment by a whistleblower.

Information management and reporting

- 10.5 Only the WIO and WPOs have access to the inbox for the whistleblower@travelctm.com email address, and protected records received or made under this Policy (e.g., complaints, investigations, correspondence, reports).
- 10.6 In some circumstances, including where a Reportable Conduct amounts to or may amount to an unlawful matter under a law or regulation, CTM may be required by law to refer an allegation of Reportable Conduct to law enforcement authority or regulatory agency. In such circumstances, CTM may not be able to keep you informed on the progress of a protected disclosure.
- 10.7 The WIO and WPO are also required to report the occurrence of a whistleblower complaint and investigation to the Board, taking into account the protections in this Policy.
- 10.8 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.
- 10.9 Whistleblower reports will be reviewed by the WIO and/or eligible recipient receiving the disclosure. After making an assessment, the CTM Board of Directors will

determine whether the disclosure falls within the scope of this policy and what action is required and by whom.

- 10.10 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. The WIO will assess the necessity to provide information to the whistleblower regarding the progress and outcome of, and actions arising from, any investigation.

11. Access to this Policy

- 11.1 All employees are required to read this policy as part of their formal induction process into CTM.
- 11.2 This policy is also available on CTM's intranet and on CTM's public website.

12. Approval

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

APPENDIX A

CTM's Obligations and Process in a Whistleblower Complaint

13. Handling and investigating a disclosure

- 13.1 All disclosures made under this Policy will be treated sensitively and seriously, and will be dealt with promptly, fairly and objectively. Where you have elected to provide your name in making the disclosure, it will only be disclosed with your consent, or in exceptional circumstances where the disclosure is allowed or required by law. If you have any concerns regarding this issue, you should discuss them with the WPO.

14. Initial assessment of the disclosure

- 14.1 Subject to the confidentiality requirements outlined in this Policy, all disclosures of Reportable Conduct made pursuant to this Policy must be referred to the WIO (or, where there is a conflict of interest, another appropriate person).
- 14.2 The WIO will assess the information provided and determine whether:
- a) the disclosure relates to Reportable Conduct and qualifies for protection under this Policy; and
 - b) an investigation is necessary or appropriate, taking into account whether sufficient information exists to allow the disclosure to be investigated.
- 14.3 CTM may not be able to undertake an investigation in some circumstances, including if it is not able to contact the whistleblower to obtain necessarily consent or information to enable an investigation to proceed in a timely manner.
- 14.4 All Protected Disclosures will ultimately be reported to the CTM Board of Directors, either as part of the Whistleblower Register or as standalone agenda item in circumstances where the WIO determines this is warranted or necessary.

15. Investigating a disclosure

- 15.1 Where the WIO is satisfied that an investigation should be conducted, the WIO will determine the appropriate investigation process, including the:
- a) nature and scope of the investigation - who will conduct the investigation (including whether an external investigator should be engaged);
 - b) nature of any technical, financial or legal advice that may be required;
 - c) timeframe for the investigation (having regard to the nature and scope of the Reportable Conduct, the complexity of the issues and any other relevant factors).

16. Communication with whistleblower

- 16.1 If you make a disclosure of Reportable Conduct under this Policy and are able to be contacted, CTM will contact you to acknowledge receipt of your disclosure, within one business day.
- 16.2 In addition, where practicable, once the matter has been passed to the WIO, you will be contacted within 5 business days to discuss next steps and during key stages in the process such as when the investigation:
- a) process has begun (or if no investigation is to be conducted, to advise you of this);
 - b) is in progress, provided that you are able to be contacted and that the contact does not compromise your anonymity.

17. Investigation findings

- 17.1 CTM will apply principles of procedural fairness and natural justice to the conduct of any investigation conducted under this Policy.
- 17.2 Once the investigation is completed, the WIO will determine the recommended course of action (if any) that CTM should take in response to the findings. Such action may include a disciplinary process or another form of escalation of the report within or outside of CTM.
- 17.3 The method of documenting and reporting the findings of any investigation will depend on the nature of the disclosure. If appropriate, and subject to any applicable confidentiality, privacy or legal constraints, the WIO will notify the whistleblower, and any employee who is the subject of a disclosure, of the outcome of the investigation. However, there may be circumstances where it is not appropriate to provide details of the outcome to the whistleblower or the person who is the subject of the disclosure.
- 17.4 In accordance with this Policy, CTM will take all reasonable steps to ensure confidentiality is maintained including ensuring that the publication of an investigation's findings will not breach the whistleblower's confidentiality. The WIO is required to report whistleblower complaints under this Policy to the CTM Board of Directors, which will include the following information (and taking into account the protections under this Policy):
- a) subject matter and status of each disclosure;
 - b) type of person (e.g., employer, supplier, etc) and employment status of the discloser;
 - c) action taken in response to the disclosure;
 - d) timeframe for finalising the investigation; and
 - e) outcomes reached.