



WHISTLEBLOWER POLICY

INTRODUCTION

GTN Limited (ACN 606 841 801) and its subsidiaries including the Australia Traffic Network Pty Limited, Canadian Traffic Network ULC, Global Traffic Network UK (Commercial) Limited and BTN Servicos de Informacao do Transito Ltda (**the Group**) is committed to encouraging and supporting ethical and responsible behaviour. The Group recognises the important role whistleblowing can play in the early detection of misconduct. The Group also recognises that individuals who are considering disclosing misconduct may fear retribution or other detriment and require an assurance of protection.

PURPOSE

The purpose of this Policy is to establish an internal reporting system which ensures protections for individuals who disclose misconduct and encourages employees and our partners to report known or suspected misconduct.

DEFINITIONS

In this Policy:

'Act' means the Corporations Act 2001 (Cth);

'eligible whistleblower' means anyone who is or has been:

- (i) a director, company secretary or employee of a Group entity;
- (ii) a person who supplies services or goods to a Group entity (whether paid or unpaid) or an employee of such a person; or
- (iii) a spouse, relative or dependent of an individual referred to in paragraph (i) or (ii);

'misconduct' means conduct which amounts to any of the following:

- (i) fraud, negligence, default, breach of trust or breach of duty in relation to a Group entity;
- (ii) an improper state of affairs or circumstances in relation to a Group entity or the tax affairs of a Group entity;
- (iii) conduct which contravenes the Group's Code of Conduct;
- (iv) conduct which constitutes a contravention of or an offence against any state or federal law; or
- (v) conduct which represents a danger to the public or the financial system.

PROTECTED DISCLOSURES UNDER THIS POLICY

Disclosures which qualify for protection

A disclosure of information by an employee is protected under this Policy if the employee has reasonable grounds to suspect that the information concerns or indicates **misconduct** in relation to a Group entity and the disclosure is made in accordance with this Policy (**Protected Disclosure**).

A disclosure of information will not be protected to the extent that the information disclosed concerns a personal work-related grievance of the employee, unless the information:

- (i) raises significant implications for the Group; or
- (ii) is a complaint of alleged detriment (as defined in this Policy) caused to the employee, or a threat to cause detriment to the employee, because the employee or a third person made or proposes to make a disclosure that qualifies for protection under this Policy or the Act.

Examples of personal work-related grievances are as follows:

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

Personal work-related grievances should be reported to your manager or in accordance with the applicable policy or handbook.

Disclosures may still qualify for protection even if the disclosure turns out to be incorrect. However, disclosures that are not about misconduct will not qualify for protection under the Act.

How to make a Protected Disclosure

There are several channels available for making a Protected Disclosure under this Policy. The purpose of these channels is to provide a range of internal and external channels to receive Protected Disclosures:

- (i) If you are an eligible whistleblower, you may make a disclosure to one of the Group’s Protected Disclosure Officers or any other executive officer or director of the Group. While you are permitted to make disclosures to any of the eligible recipients identified in Appendix A you are encouraged to report concerns to a Protected Disclosure Officer as they are best placed to deal with the disclosure in accordance with the protocols detailed in this Policy.
- (ii) The Group’s Protected Disclosure Officers are eligible to receive Protected Disclosures and can provide further information about the operation of this Policy. The Group’s Protected Disclosure Officers are:

General Counsel Sophie Jackson	Phone: +61 414 843133 Email: sophie.jackson@globaltrafficnet.com
Chief Financial Officer Ben Brooks	Phone: +61 410 579 916 Email: ben.brooks@globaltrafficnet.com

- (iii) If the Protected Disclosure in some way implicates the General Counsel and/or the Chief Financial Officer then the disclosure should be made to the Chair of the Audit & Risk Committee in writing marked private and confidential to: rob.martino@viburnumfunds.com.au
- (iv) A Protected Disclosure can be made to Navex EthicsPoint (“Navex”), a neutral, third party, independent and confidential service, via the online web reporting system noted below or using the contact number below. Where a whistleblower provides their contact details to this service, those contact details will not be provided to the Protected Disclosure Officer without the whistleblower’s consent.

Web Reporting <https://gtn.ethicspoint.com> (Mobile: <https://gtn.navexone.com>)

Country	Language	How to Dial	Hotline Number
United States	English	Direct	1-833-626-1513
Australia	English (International)	Web-based	Web-based call via the above link
Canada	English & Canadian French	Direct	844-892-3197
United Kingdom	English (International)	Web-based	Web-based call via the above link
Brazil	Brazilian Portuguese	Direct	0212-038-5542

These numbers are available around the clock every day. No call-tracing or recording devices are ever used, and if you wish, you may remain completely anonymous or place restrictions on who knows your identity. When you call Navex, a trained Communication Specialist, who does not work directly for our company, asks you a series of questions to better understand the nature of your concern. The Communication Specialist prepares a report that is forwarded to the Protected Disclosure Officers for review, and if necessary, investigation and by making a report to Navex you consent to this report being forwarded in this way. The report will include your identity unless you elect to remain anonymous.

The Navex Communication Specialists are experts in both collecting the right information on incidents you report and protecting you. They will never take sides, and act only as unbiased, third-party professionals concerned with your best interests and your company's success. At the end of your call, you are given a report number, PIN and call-back date, after which you may follow-up on your report. Simply reference the identification number when you call. If additional information is needed from you, you will be asked for it when you call back.

Navex is not intended to be a substitute for meaningful communication between you and your manager. If you have questions or concerns regarding normal operating procedures or suggestions for making your workplace more comfortable or efficient, please bring them directly to him or her.

A person making a Protected Disclosure may advise that they wish to remain anonymous or place restrictions on who knows their identity while making a disclosure, during the course of an investigation and after the investigation is finalised. A whistleblower can refuse to answer questions that they feel could reveal their identity, including during follow-up conversations. The Group will comply with these requests and will still make best endeavours to investigate an anonymous disclosure, where an investigation is deemed appropriate. However, there may be limitations in investigating a disclosure where a whistleblower does not consent to disclosure of their identity and the whistleblower should assist the Group to establish an ongoing two-way communication for feedback.

CONFIDENTIALITY OF A WHISTLEBLOWER'S IDENTITY

Unless the person making a Protected Disclosure consents, their identity or information likely to reveal their identity can only be disclosed to:

- ASIC, APRA or a member of the Australian Federal Police;
- a legal practitioner for the provision of legal advice or representation; or
- a person or body prescribed by regulations.

The Group will take disciplinary action, which may include dismissal, against any person who makes an unauthorised disclosure of the identity of a person who makes a Protected Disclosure under this Policy or of information that is likely to lead to the identification of that person. It is an offence under the Act to do so, and a whistleblower should contact one of the Protected Disclosure Officers if he or she suspects that such an offence has occurred. A whistleblower may also lodge a complaint with a regulator, such as ATO, ASIC or APRA.

However, the Group is able to use and disclose information provided as part of a Protected Disclosure without the discloser's consent as reasonably required for handling the disclosure in the following circumstances:

- the information does not include the whistleblower's name;
- the entity has taken reasonable steps to reduce the risk that the whistleblower will be identified; and
- the disclosure is reasonably necessary for investigating the issues raised in the disclosure.

DUTIES OF EMPLOYEES IN RELATION TO MISCONDUCT

Employees of the Group who become aware of known or suspected cases of misconduct are expected to report that information by making a Protected Disclosure under this Policy.

INVESTIGATION OF MISCONDUCT

The Protected Disclosure Officers are responsible for receiving, forwarding and acting upon disclosures

made under this Policy.

The Protected Disclosure Officer will:

- At the earliest opportunity and within no more than 14 days after receipt of a Protected Disclosure, except where the person has chosen to remain anonymous, clearly explain to the person making the disclosure what will happen in relation to the information received;
- When requested, make arrangements to ensure that disclosures can be made privately and, if necessary, away from the workplace;
- Reduce to writing and date any disclosures received orally;
- Determine the appropriate action to be taken in relation to a disclosure, for example:
 - No action
 - Conduct, or request that another staff member conduct, a preliminary or informal investigation
 - Request that another person take responsibility for dealing with the disclosure
 - Conduct a formal investigation or request that another staff member or external party conduct a formal investigation
 - Referral to an external authority, such as the police, for investigation or other appropriate action
 - Make a recommendation to an executive officer, director, or the Chair of the Audit & Risk Committee regarding disciplinary action
- Deal with disclosures impartially;
- Where necessary and appropriate report to the Chair of Audit & Risk Committee (or the board) on the findings of an investigation and recommended action;
- Provide regular updates to the discloser (if they can be contacted), the frequency of which will depend on the nature of the disclosure;
- Take all necessary and reasonable steps to ensure that the identity of persons who make disclosures, and the subjects of disclosures, are kept confidential including by:
 - redacting personal information that tends to identify witnesses or whistleblowers;
 - handling the investigation with others who are qualified to do so;
 - ensuring secure storage methods and limited access to information pertaining to the investigation; and
- Support persons who make disclosures noting that the Group may not be able to extend the full level of protections and support to persons who make anonymous complaints or are not employed by the Group.

All information relating to a Protected Disclosure and its investigation will be retained under strict security and confidentiality. Unauthorised release of information to someone not involved in the investigation or otherwise contemplated by the process above (e.g. the Chair of the Audit & Risk Committee) without the consent of a whistleblower will be a breach of this Policy except where the disclosure is required by law or it is appropriate to make the disclosure to a regulator. Access to information will be restricted to those persons required to access the information for the purpose of this Policy or as part of the Group's information technology processes necessary to administer its IT platform or any third party hosting the information (e.g. Navex). By making a report under this Policy a person consents to their information (including their identity unless they elect to remain anonymous) being recorded and potentially disclosed or accessed in accordance with this paragraph.

Fair treatment of individuals mentioned in Protected Disclosures

Where investigations or other enquiries do not substantiate a Protected Disclosure, the fact the enquiry has been carried out, the results of the enquiry, and the identity of any person the subject of the disclosure will remain confidential, unless the subject of the disclosure requests otherwise.

The Group is committed to ensuring the fair treatment of any Group officer or employee who is mentioned in a disclosure made pursuant to this Policy by:

- maintaining the confidentiality of information contained in Protected Disclosures in accordance with the requirements of this Policy;
- applying the investigation process above; and
- providing access to human resources support as necessary.

PROTECTION OF WHISTLEBLOWERS

Protection against Detriment

If a person causes you any detriment or threatens to cause you detriment because that person believes or suspects that you have made, propose to make or could make a Protected Disclosure under this Policy or the Act, you must immediately either inform your supervisor or bring the allegations to the attention of a Protected Disclosure Officer.

All employees must abstain from any activity that is or could be perceived to be victimisation or harassment of persons who make disclosures under this Policy. The Group will take disciplinary action, which may include dismissal, against any person who causes detriment or threatens to cause detriment to a person because they believe or suspect that the person has made, proposes to make or could make a Protected Disclosure under this Policy.

For the purposes of this Policy, '**detriment**' means dismissal, injury of an employee in his or her employment, alteration of an employee's position or duties to his or her disadvantage, discrimination, harassment, intimidation, harm or injury to a person including psychological harm, damage to a person's property, reputation, business or financial position, and any other damage to a person. Detriment does not include administrative action that is reasonable for the purpose of protecting a whistleblower from detriment or managing a whistleblower's unsatisfactory work performance provided the action is in line with the performance management framework.

The Group will seek to protect whistleblowers from detriment including by:

- providing access to support services;
- making an initial assessment of the risk of detriment against a discloser and taking action to mitigate those risks; and
- educating others involved in the whistleblower handling process the need to maintain confidentiality.

A whistleblower can seek compensation and other remedies in respect of any loss or damage suffered because of a disclosure if the Group fails to take reasonable precautions and exercise due diligence to prevent the detrimental conduct.

Protection against actions

A person who makes a disclosure which qualifies for protection under this Policy is not subject to any civil, criminal or administrative liability for making the Protected Disclosure and no action, claim or demand may be taken or made of or against the person for making the disclosure other than for a false disclosure. A person who has made a Protected Disclosure is taken not to have committed any offence against any legislation which imposes a duty to maintain confidentiality with respect to any information disclosed.

However, the protections do not grant immunity for any misconduct a whistleblower has engaged in that is revealed in their disclosure.

The Group encourages disclosers to seek independent legal advice about whistleblower protections in this Policy and the Act. A discloser may also contact regulatory bodies such as ASIC, APRA or the ATO if they believe they have suffered detriment.

NOTIFICATION OF FINDINGS

Subject to any confidentiality restrictions or other legal requirements and provided a person who makes a Protected Disclosure has not chosen to remain anonymous, the person will be notified, within six months of the disclosure being made, of the Group's findings in respect of the disclosure.

The findings may be that an allegation has been fully substantiated, partially substantiated, is not able to be substantiated or is disproven. The method for documenting and reporting the findings will depend on the nature of the disclosure, and there may be circumstances where it is inappropriate to provide details of the outcome to the discloser.

If a Protected Disclosure is made in accordance with this Policy, the Protected Disclosure Officer (or if applicable, the Chair of the Audit & Risk Committee) is responsible for the six month notification to the person who made the disclosure.

PROTECTED DISCLOSURES UNDER THE CORPORATIONS ACT (AUSTRALIA)

Part 9.4AAA of the Act provides special protection to disclosures made by whistleblowers where the conditions detailed in the Act are satisfied. Section 1317AA details the conditions under which a disclosure qualifies for protection under the Act. The conditions broadly relate to a disclosure being made: (i) by an eligible whistleblower; (ii) to an eligible recipient; and (iii) about information which is a disclosable matter under the Act. Similar protection exists for disclosures related to the tax affairs of an entity under the *Taxation Administration Act 1953 (Cth)* ("**Taxation Administration Act**"). See Annexure A for further details.

The information in this Policy regarding to whom disclosures that qualify for protection under this Policy may be made, how the Group will investigate disclosures that qualify for protection and how the Group will ensure fair treatment of employees who are mentioned in disclosures that qualify for protection or to whom such disclosures relate, applies equally to a disclosure which qualifies for protection under Part 9.4AAA of the Act.

Aside from making a disclosure under this Policy, individuals are free to make a protected disclosure at any time directly to an external party, such as the Australian Securities and Investments Commission (ASIC), the Australian Prudential Regulation Authority (APRA) and the Australian Federal Police (AFP), as provided for in Part 9.4AAA of the Act or under any other law.

ACCESS TO THIS POLICY

This Policy will be made available in the Corporate Governance section of the Group's website or a copy may be obtained from a Protected Disclosure Officer.

CORPORATE GOVERNANCE

The board of GTN Limited will receive periodic reports on whistleblowing matters, including appropriate metrics on reports made and material incidents that have been identified.

TRAINING

The Group will provide training to employees in respect of their rights and obligations under this Policy and will provide training to managers and others who may receive disclosures made under this Policy on how to handle those disclosures.

REVIEW

This Policy and related procedures shall be reviewed periodically by the Audit & Risk Committee to ensure that whistleblower reports are being appropriately recorded, investigated and responded to and to consider whether any changes are required to the Policy or procedures.

Appendix A – Statutory protections

Protections under the Corporations Act

The Act gives special protection to disclosures about any misconduct or improper state of affairs relating to the Group if the following conditions are satisfied:

1. The whistleblower is or has been:
 - a. An officer or employee of a Group company;
 - b. An individual who supplies goods or services to a Group company or an employee of a person who supplies goods or services to a Group company;
 - c. An individual who is an associate of a Group company; or
 - d. A relative, dependant or dependant of the spouse of any individual referred to at a. to c. above;

2. The report is made to:
 - a. A Protected Disclosure Officer;
 - b. An officer or senior manager of the Group company concerned;
 - c. The Group's external auditor (or a member of that audit team);
 - d. ASIC, APRA or another prescribed Commonwealth regulatory body;
 - e. A legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the Act; or
 - f. A journalist or member of parliament, only in the following circumstances:
 - i. *Public interest disclosures*
 - the whistleblower has previously made a disclosure of the information to ASIC, APRA or prescribed Commonwealth regulatory body (**prescribed recipient**);
 - 90 days have passed since the disclosure;
 - the whistleblower has reasonable grounds to believe that action has not been taken and disclosure would be in the public interest; and
 - the whistleblower has given written notice to the prescribed recipient that they intend to make a public interest disclosure, including sufficient information to identify the original disclosure.
 - ii. *Emergency disclosures*
 - the whistleblower has previously made a disclosure of the information to a prescribed recipient;
 - the whistleblower has reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of one or more persons or the environment;
 - the whistleblower has given written notice to the prescribed recipient that they intend to make an emergency disclosure, including sufficient information to identify the original disclosure; and
 - the information disclosed is no greater than is necessary to inform the journalist or member of parliament of the substantial and imminent danger.

It is important for a whistleblower to understand the criteria for making a public interest or emergency disclosure. A whistleblower should contact an independent legal adviser before doing so.

3. The whistleblower has reasonable grounds to suspect that the information being disclosed concerns misconduct, or an improper state of affairs or circumstances in relation to the Group. This may include a breach of legislation including the Act, an offence against the Commonwealth punishable by imprisonment for 12 months or more, or conduct that represents a danger to the public or financial system.

Examples of conduct which may amount to a breach of the Act include:

- Insider trading

- Insolvent trading
 - Breach of the continuous disclosure rules
 - Failure to keep accurate financial records
 - Falsification of accounts
 - Failure of a director or other officer of the Group to act with the care and diligence that a reasonable person would exercise, or to act in good faith in the best interests of the Group
 - Failure of a director to give notice of any material personal interest in a matter relating to the affairs of the company.
4. The protections given by the Act when these conditions are met are:
- a. The whistleblower is immune from any civil, criminal or administrative legal action (including disciplinary action) for making the disclosure;
 - b. No contractual or other remedies may be enforced, and no contractual or other right may be exercised, against the whistleblower for making the report;
 - c. In some circumstances, the reported information is not admissible against the whistleblower in criminal proceedings or in proceedings for the imposition of a penalty;
 - d. Anyone who causes or threatens to cause detriment to a whistleblower or another person in the belief or suspicion that a report has been made, or may have been made, proposed to or could be made, may be guilty of an offence and may be liable for damages;
 - e. A whistleblower's identity cannot be disclosed to a Court or tribunal except where considered necessary; and
 - f. The person receiving the report commits an offence if they disclose the substance of the report or the whistleblower's identity, without the whistleblower's consent, to anyone except ASIC, APRA, the AFP or a lawyer for the purpose of obtaining legal advice or representation in relation to the report.
5. If a report is made, the identity of the discloser must be kept confidential unless one of the following exceptions applies:
- a. The discloser consents to the disclosure of their identity;
 - b. Disclosure of details that might reveal the discloser's identity is reasonably necessary for the effective investigation of the matter;
 - c. The concern is reported to ASIC, APRA or the AFP; or
 - d. The concern is raised with a lawyer for the purposes of obtaining legal advice or representation.

Protections available under the Taxation Administration Act

The Taxation Administration Act also provides protection for disclosures of information to an eligible recipient (see below) where:

- the information indicates misconduct or an improper state of affairs, in relation to the tax affairs of an entity (or an associate of an entity); and
- the discloser considers that the information may assist the recipient to perform functions or duties in relation to the tax affairs of the entity or an associate.

Protection is provided for disclosures made to the following eligible recipients:

- the Commissioner of Taxation;
- a tax agent or BAS agent of the entity registered with the Tax Practitioners Board;
- an employee or officer who has functions or duties that relate to the tax affairs of the entity; or any person or agency specified in section 2 above.

The protections available to an individual making a protected disclosure under the Taxation Administration Act are the same as those outlined in section 4 above.