



Whistleblower Policy



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1.0 INTRODUCTION

SMG aims to maintain a high standard of legal and ethical business behaviour and create an environment where individuals are able to make Protected Disclosures and are supported and protected throughout the process.

If there are reasonable grounds to believe that a breach under laws referred to in the whistleblower provisions of the Act has occurred, the disclosure may be protected under this Policy in accordance with the Act.

2.0 OBJECTIVES

The key objectives of this Policy are to:

- confirm SMG's commitment to maintaining a workplace and business that is free from fraudulent and dishonest activity;
- foster a culture of honest and ethical behaviour; and
- encourage professional, ethical behaviours and corporate compliance throughout SMG.

SMG understands that these objectives can only be achieved and maintained with the support and commitment of its stakeholders. The expectation is that all stakeholders will conduct themselves in a manner that achieves these key objectives and behavioural standards. Stakeholders should be prepared to draw attention to any behaviour that they have reasonable grounds to believe is in breach of this Policy, so that the conduct can be addressed and investigated as necessary.

3.0 SCOPE

This Policy covers Protected Disclosures by any Whistleblowers (as defined below), and relevantly includes past and present staff, company officers and service providers.

4.0 DEFINITIONS

Term	Meaning
Act	<i>Corporations Act 2001 (Cth)</i>
Eligible Recipient	A Protected Disclosure can be made to: <ul style="list-style-type: none">• External Whistleblower Service – Grapevine• an auditor or member of an audit team conducting an audit of SMG;• an actuary of SMG;• ASIC;• APRA;• a Commonwealth Authority prescribed by the regulations of the Act;• a legal practitioner if the Protected Disclosure is made for the purposes of obtaining legal advice or representation in relation to the operation of the whistleblower provisions in the Act; or• in certain circumstances, a journalist or a member of the Commonwealth, State or Territory Parliament if the Protected Disclosure is a public interest or emergency disclosure made in accordance with the Act.



Protected Disclosure	<p>A Protected Disclosure is one made by a Whistleblower to an Eligible Recipient in circumstances where the Whistleblower has reasonable grounds to suspect misconduct or an improper state of affairs or circumstances in relation to SMG, including information that indicates that SMG or an officer or employee of SMG has engaged in conduct that:</p> <ul style="list-style-type: none"> • Constitutes an offence against, or a contravention of, a provision of one of the following: <ul style="list-style-type: none"> ○ the Act; ○ the <i>Australian Securities and Investments Commission Act 2001</i> (Cth); ○ the <i>Banking Act 1959</i> (Cth); ○ the <i>Financial Sector (Collection of Data) Act 2001</i> (Cth); ○ the <i>Insurance Act 1973</i> (Cth); ○ the <i>Life Insurance Act 1995</i> (Cth); ○ the <i>National Consumer Credit Protection Act 2009</i> (Cth); ○ the <i>Superannuation Industry (Supervision) Act 1993</i> (Cth); ○ regulations or other instruments made under those laws; <ul style="list-style-type: none"> • constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more; • represents a danger to the public or the financial system; and/or • is prescribed by the regulations of the Act. <p>For the avoidance of doubt, a disclosure that relates solely to a personal work-related grievance is not a Protected Disclosure and will not qualify for protection under this Policy in accordance with the Act, this includes, for example, a grievance about:</p> <ul style="list-style-type: none"> • an interpersonal conflict with another employee; • a decision regarding engagement, transfer or promotion; • the terms and conditions of engagement; and/or • a decision regarding suspension, termination or other disciplinary action.
SMG	B S Stillwell Motor Group Pty Ltd ACN 004 472 628 and each of its related bodies corporate
Whistleblower	<p>An individual is an eligible whistleblower if the individual is or has been any of the following in relation to SMG:</p> <ul style="list-style-type: none"> • an officer; • an employee; • an individual who supplies goods or services or their employee; • an associate; • a relative or dependant of the above, or of their spouse, <p>and makes a Protected Disclosure to an Eligible Recipient.</p>

5.0 CONFIDENTIALITY

A Whistleblower can make a Protected Disclosure anonymously.



SMG will endeavour to ensure that in making a Protected Disclosure the confidentiality of the Whistleblower's identity is maintained. In this regard, unless an exception exists, SMG will endeavour not to disclose the Whistleblower's identity or any information that is likely to lead to identification.

Exceptions to this include where:

- the Whistleblower gives consent;
- SMG is required or authorised by law to disclose; and/or
- it is reasonably necessary for the purpose of investigating the Protected Disclosure.

6.0 LIABILITY

A Whistleblower who makes a Protected Disclosure, subject to legislative exceptions, cannot be subject to:

- civil, criminal or administrative liability (including disciplinary action) for the making of the Protected Disclosure;
- contractual or any other remedies which may be enforced or exercised against the Whistleblower on the basis of making the Protected Disclosure;
- the information disclosed in the making of the Protected Disclosure being used against the Whistleblower as evidence in criminal proceedings or in proceedings for the imposition of a penalty.

However, a Whistleblower will not be immune from liability if:

- the Whistleblower has provided false information; or
- wrongful conduct engaged in by the Whistleblower is revealed by the making of the Protected Disclosure.

7.0 VICTIMISATION

SMG will endeavour to ensure that a Whistleblower does not face actual or threatened detrimental conduct because of the Protected Disclosure.

Detrimental conduct may include:

- dismissal;
- injury in the Whistleblower's employment;
- disadvantageous alteration to the Whistleblower's position or duties;
- discrimination against the Whistleblower;
- harassment or intimidation against the Whistleblower;
- harm or injury to the Whistleblower, including mental harm; and/or
- damage to the Whistleblower's property, reputation, business or financial position.

8.0 SUPPORTING THE WHISTLEBLOWER

SMG recognises that Whistleblowers who make a Protected Disclosure may require support during the handling and investigation of that disclosure. SMG encourages the Whistleblower and any other party named as a potential wrongdoer in a Protected Disclosure, to utilise the services of SMG's EAP, or alternatively reach out to the HR team for assistance as soon as possible.

Further, SMG will endeavour to ensure that the Whistleblower, and/or any other party named as a potential wrongdoer in a Protected Disclosure are afforded an opportunity to properly respond to the allegations raised.



9.0 REPORTING

For a disclosure to receive protection it must be a Protected Disclosure reported by a Whistleblower to an Eligible Recipient as defined above. This can be done anonymously.

SMG has engaged an external Whistleblower service called Grapevine.

Details of the disclosure will be forwarded to a Grapevine complaints officer for further assessment, although the identity of the Eligible Whistleblower will not be revealed where a request for anonymity has been made

A Whistleblower can also choose to make a Protected Disclosure to another Eligible Recipient as defined above, in writing.

10.0 INVESTIGATION

While SMG recognises that all Protected Disclosures are unique, it endeavours to provide a fair and thorough fact-finding investigation process, that is appropriate and reasonable to the circumstances surrounding the Protected Disclosure, to ultimately determine what has happened.

Where a Protected Disclosure has been made, SMG may conduct an investigation or undertake initial enquiries based on the information provided to it. This may include the Whistleblower and/or other participants, or witnesses being interviewed. However, if a Protected Disclosure has been made anonymously, anonymity may prevent SMG from taking the issue further if SMG is not able to obtain further information from the source of the disclosure.

11.0 ACCESS

This Policy is available to SMG's employees and officers on the SMG intranet under the following link:

<https://stillwellmotorgroup.sharepoint.com/employee/SitePages/Whistle%20Blowing.aspx>



APPENDIX A: CONTACT DETAILS FOR DISCLOSABLE MATTERS

To ensure appropriate and timely investigation, we request that Disclosable Matters are disclosed through the channel noted in the table below:

TYPE	TITLE	CONTACT DETAILS
External Channels		
	Grapevine (External Whistleblowing Service)	By phone: 1300 933 977 Online: https://stillwellgroup.grapevineonline.com.au/ By post: PO BOX 119 Carlton South Victoria 3052