



**Custom Fleet**

# **Disclosure & Whistleblower Policy**

**Issued by: Custom Fleet**

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**Policy Contact: Legal & Compliance, Custom Fleet**

**Policy Owner: General Counsel, Custom Fleet**

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## 1 Overview and Scope

- 1.1 Custom Fleet is committed to maintaining a high standard of integrity, investor and customer confidence and encouraging people to report concerns of wrongdoing as early as possible in good faith and in an environment free from victimisation so that the Board and Senior Management can adequately manage risk and build confidence within the (Custom Fleet) Group.
- 1.2 This Policy applies to each member of the Custom Fleet group that carries on business in Australia & New Zealand (Custom Fleet).
- 1.3 This Policy is effective from 1<sup>st</sup> of October 2015.
- 1.4 General Counsel, Custom Fleet owns this Policy and is responsible for ensuring adherence to and implementation of this Policy.
- 1.5 This Policy may be varied by Custom Fleet and applied in such a way that it complies with legal and reporting obligations in the jurisdictions in which Custom Fleet operates.
- 1.6 This Policy relies on and refers to the following legislation:
  - (a) *Corporations Act 2001* (Cth) (**Corporations Act**);
  - (b) *Banking Act 1959* (Cth) (**Banking Act**);
  - (c) *Life Insurance Act 1995* (Cth) (**Life Insurance Act**);
  - (d) *Insurance Act 1973* (Cth) (**Insurance Act**);
  - (e) *Taxation Administration Act 1953* (Cth) (**Taxation Administration Act**);
  - (f) *Protected Disclosures Act 2022* (New Zealand) (**Protected Disclosures Act**); and
  - (g) *Employment Relations Act 2000* (New Zealand) (**Employment Relations Act**).
- 1.7 This Policy provides relevant information to assist you in making whistleblower disclosures and sets out how Custom Fleet protects you from any form of retaliation, victimisation, including termination of employment, harassment and discrimination, when you make a legitimate whistleblowing disclosure in accordance with the requirements of this Policy and relevant legislation.
- 1.8 This Policy sets out the following key items:
  - purpose, application & scope;
  - who can make and/or receive a disclosure;
  - how to make a disclosure;
  - handling & investigating a disclosure;
  - reporting; and
  - whistleblower protections.

## 2 Disclosure

For the purpose of this Policy, the information or conduct considered as a qualifying disclosure (in accordance with section 1317AA of Corporations Act) includes that of:

- (a) unlawful conduct as defined in the Corporations Act inclusive of negligence, default, breach of trust and breach of duty;
- (b) an 'improper state of affairs or circumstances' which may or may not involve unlawful conduct and may extend to unethical business behaviour and practices that may cause financial or consumer harm.



It is not inclusive of:

- (c) a *solely* work-related grievance (section 1317AADA of Corporations Act) that does not involve (a) or (b) above.

Personal or work-related grievances include grievances about:

- personal or interpersonal issues connected to work; and
- transfers, promotions, demotions, disciplinary action, performance management, or any other grievance connected to conditions of employment or employment generally.

Reports raised about concerns which are not disclosable matters do not qualify for protection under whistleblower law.

## 2.1 Requirement to disclose information

Custom Fleet encourages any person who becomes aware of a concern relating to Custom Fleet to speak up (whether openly or anonymously) and disclose information which indicates or suggests that unlawful or improper conduct has occurred. This includes any concern about conduct, or the deliberate concealment of such conduct, that may constitute an offence against or a contravention of a provision of laws of the Commonwealth that are set out in relevant legislation and include, but are not limited to:

- (a) failure to comply with applicable laws (including regulatory and prudential standards);
- (b) failure to comply with Custom Fleet policies;
- (c) an unsafe work practice;
- (d) an act of dishonesty;
- (e) financial irregularity, including an act of fraud;
- (f) a breach of Custom Fleet's Code of Conduct;
- (g) unethical behaviour;
- (h) an act or situation that is considered corrupt or unfair in the circumstances, including offering or accepting of bribes;
- (i) any other integrity concern or serious improper conduct;
- (j) criminal conduct, such as theft, dealing in, or use of illicit drugs, violence or threatened violence, and criminal damage against property;
- (k) failure to comply with any other obligation as a market licensee or clearing and settlement facility licensee, as a benchmark administrator or AFSL holder;
- (l) conduct that represents a danger to the public; or
- (m) 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.

Note that disclosures related to Custom Fleet's accounting, internal controls or auditing matters must be raised in accordance with the Element Financial Corporation "Whistleblowing Policy" as of December 14, 2011.

The conduct or behaviours referred to in this item 2.1 are known throughout this Policy as a "disclosable matter".

## 2.2 Who can make a disclosure?

A person who discloses information as an eligible whistleblower is referred to in this Policy as the 'discloser'. While it would be expected that a discloser is an employee or contractor of Custom Fleet, a person who falls outside of this definition may also make a disclosure. This could include:

- an officer, contractor, supplier or employee of Custom Fleet;



- an ex-employee, family member of the above; or
- a person who has a contract for the supply of services or goods to Custom Fleet or an employee of such a person.

All persons listed above obtain the protection provided under certain legislation set out later in this Policy.

It may be the case that a customer (past, present or potential) raises an issue that satisfies the requirements set out in 2.1. If so, such a concern will be addressed through Custom Fleet’s Customer Complaint Handling process.

### 2.3 Prohibition on Retaliation

Custom Fleet prohibits any form of victimisation or retaliation against someone who raises a concern, makes a disclosure, assists another party to raise a concern or assists in the investigation of a concern.

Retaliation includes action or behaviour that is inclusive of, but not exclusive to:

- harassment or intimidation;
- harm or injury, including psychological harm or injury;
- damage to property;
- damage to reputation;
- damage to the individual’s business or financial position; or
- any other damage including to the individual’s employment or contract arrangement.

Custom Fleet does not tolerate victimisation or retaliation and will take steps to protect those involved in any whistleblowing investigation from victimisation or retaliation. Victimisation or retaliation in any form against a discloser is grounds for discipline up to and including dismissal.

## 3 How to make a disclosure

3.1 Custom Fleet has several channels for making a disclosure if you become aware of any issue or behaviour which you consider to be reportable conduct as set out in item 2.1.

	Australia	New Zealand
<b>Phone</b>	1300 237 403	0800 141 105
<b>E-Mail</b>	<a href="mailto:speakup@customfleet.com.au">speakup@customfleet.com.au</a>	<a href="mailto:speakup@customfleet.co.nz">speakup@customfleet.co.nz</a>
<b>Online</b>	<a href="#">Custom Fleet Whistleblower Disclosure Form</a>	<a href="#">Custom Fleet Whistleblower Disclosure Form</a>
<b>Post</b>	Legal & Compliance Custom Fleet Level 11 83 Clarence Street Sydney NSW 2000	Legal & Compliance Custom Fleet Level 11 83 Clarence Street Sydney NSW 2000 AUSTRALIA

No matter which method is used to make a disclosure, it will be dealt with in accordance with this Policy and all relevant legislation where it is made to someone in accordance with Section 4 below.



A discloser is entitled to remain anonymous when making a disclosure matter (section 1317AAE of the Corporations Act). However, this may limit the level of investigation that can be undertaken, particularly if additional information is required and unavailable or the issue is specific to the discloser. Anonymity may also prevent the discloser being advised of an outcome. .

### 3.3 **Support material and evidence**

Where you are able to, you are encouraged to assist with evidence. This can be in the form of, but not limited to contemporary notes of a meeting or observation, documentation, data, screenshots or recordings.

### 3.4 **Remaining Anonymous**

A whistleblower can report a disclosable matter directly to an eligible recipient (item 4). All such disclosures, whether provided anonymously or with your identity, are protected under the Corporations Act.

Should you wish to make an anonymous or partially anonymous disclosure, certain recipients have procedures in place to protect your identity. Where you choose to provide partial information about your identity the eligible recipient:

- is the only party who is aware of your identity; and
- will implement these procedures to protect your identity and maintain confidentiality from disclosure to other parties, unless such disclosure is authorised by you.
- for guidance, you may:
  - request for your identity to be redacted; and
  - request for your identity to only be disclosed to only those listed at 4.1.

## 4 **Who can a disclosure be made to?**

### 4.1 **Direct to Custom Fleet**

A disclosure may be made through several channels. Custom Fleet's preference is that any disclosable matter is raised directly with Custom Fleet in the first instance so they can be addressed appropriately; however there are external options that are also available.

Where a disclosure is made directly to Custom Fleet it will be managed through to an appropriate resolution. This will ensure the matter is tracked, investigated, addressed as necessary and then able to be reported on.

If the concern may cause a conflict by raising to any Custom Fleet contact, an issue or concern can be escalated to the Element Corporate Office. For information on how to do this please refer to the Element Whistle-blower Policy which can be located here:

<https://www.elementfleet.com/binaries/content/assets/elementfleet/investor-documents/whistleblowing-policy.pdf>

### 4.2 **External to Custom Fleet**

While it is preferred that a disclosure is made directly to Custom Fleet (4.1) in the first instance, it may also be raised externally with:

- (a) Custom Fleet's external auditor;
- (b) in Australia - a regulator that has oversight of the conduct resulting in the disclosure – such as the Australian Securities and Investments Commission (**ASIC**) with regard to the Corporations Act or the Australian Prudential Regulation Authority (**APRA**) with regard to the Banking Act, Life Insurance Act or Insurance Act;



- (c) journalists or members of the Commonwealth, State or Territory parliaments in the event of a public interest disclosure or emergency disclosure (section 1317AAD of Corporations Act); or
- (d) in New Zealand - Financial Markets Authority, Privacy Commission, Commerce Commission or Department of Internal Affairs.

A discloser is entitled to remain anonymous when raising a disclosable matter.

## 5 Investigation

Once Custom Fleet receives a disclosure a Whistleblower Response committee will be established to undertake an investigation.

The breadth of investigation will depend on the nature of the disclosable matter. Certain disclosures may only require a modest level of enquiry whereas others will require a more thorough review of detailed and complex information, multiple interviews and / or recovery of historic records.

## 6 Investigational closure

Unless the disclosure is made anonymously the discloser will be informed of the completion of the investigation. Circumstances such as an individual's privacy may prevent disclosure of specific details of the investigation or its outcome.

If exceptional circumstances exist that would prevent the discloser being advised of the completion of the investigation (such as the potential to jeopardise potential legal action) it will be noted in the case records.

## 7 Escalation

If the discloser is concerned that the matter remains unresolved after the above process is concluded, they may refer the matter to an appropriate Senior Executive for consideration. This may be the Chief Risk Officer, General Counsel, Head of HR, Business Executive or CEO (depending on the nature of the issue).

It is expected that a review of the detailed investigation summary and any supporting documents will allow the Business Executive to assess whether the matter was investigated thoroughly, and the outcome was appropriate.

Where unlawful conduct is believed to have occurred without sufficient investigation and action by the Whistleblower Response Committee, or the discloser reasonably believes a conflict to exist within Senior Management, the discloser may report the matter directly to the Element Corporate team.

The discloser will in all cases retain the option to address the matter through any regulatory body with relevant jurisdiction.

## 8 Protections

Irrespective of which channel is used by a discloser to raise a matter for investigation – either internal Custom Fleet or external to Custom Fleet – Custom Fleet will not permit any detriment when the disclosure is made in good faith in accordance with this Policy and the Code of Conduct. The types of prohibited detriments include dismissal, disciplinary action, current or future bias, or other unfavourable treatment.



Custom Fleet will not accept any form of retaliation or retribution against a discloser or someone who assists in the raising or investigation of a concern in accordance with clause 2.3 above.

Provided a disclosure is not anonymous, an assessment for the risk of detriment against the eligible whistleblower will be conducted as soon as possible after receiving the disclosure, and the practical protections made available will depend on the circumstances. These protections may include monitoring and managing the behaviour of other employees or relocating employees to a different team or location.

If you feel you have suffered from detrimental conduct, you should inform the General Counsel via [Speakup@customfleet.com.au](mailto:Speakup@customfleet.com.au). If detriment has already occurred, Custom Fleet may consider providing relief, such as allowing you to take extended leave or developing an alternate career development plan, including new training and career opportunities.

Disciplinary action may also be taken against the offender(s).

If you are an eligible whistleblower and you consider that you have suffered detrimental conduct which is prohibited by the law, then you should seek independent legal advice.

This process does not guarantee a discloser protection from the consequences of their own serious wrongdoing or misconduct.

## 9 Whistleblower Protections (Australia)

9.1 Certain legislation – such as the Corporations Act, Banking Act, Taxation Administration Act, Life Insurance Act and Insurance Act & ASIC RG 270 provide for protections to whistleblowers.

9.2 In order to qualify for protection, the whistleblower must be:

- (a) an individual as set out in item 2.2;
- (b) satisfy the conditions set out in the relevant piece of legislation. Those conditions usually require a whistleblower to:

(i) make the disclosure to one of the following persons:

- the relevant regulator with oversight of the particular piece of legislation – such as the Australian Securities and Investments Commission (**ASIC**) with regard to the Corporations Act or the Australian Prudential Regulation Authority (**APRA**) with regard to the Banking Act, Life Insurance Act or Insurance Act;
- Custom Fleet’s external auditor or a member of the audit team;
- a director, company secretary or senior manager of Custom Fleet; or
- a person authorized by Custom Fleet to receive disclosures of this kind – such as a Custom Fleet Legal or Compliance Officer; and

(ii) have reasonable grounds to suspect that the information being reported indicates that Custom Fleet or an officer or employee of Custom Fleet has or may have committed misconduct, breached the law or acted improperly.

9.3 If a whistleblower makes a disclosure that qualifies for statutory protections under the relevant legislation these protections may include:

- (a) immunity from civil or criminal liability for making the disclosure;
- (b) protection from termination of employment and other victimisation on the basis of the disclosure;
- (c) identity protection (confidentiality); and
- (d) compensation and remedies where appropriate.



Anyone who causes, or threatens, a detriment to the whistleblower may be guilty of a criminal or civil offence and may be liable for damages and penalties.

Custom Fleet will ensure that appropriate measures are taken to protect concern raisers against reprisals as a result of raising a concern, even if the concern is subsequently determined to be incorrect or is not substantiated.

## 10 Protected Disclosure (New Zealand employees)

- 10.1 Under the Protected Disclosures Act, an employee (includes contractors and other individuals as set out in the Protected Disclosures Act) may make a protected disclosure when:
- (a) the discloser believes on reasonable grounds that there is, or has been, serious wrongdoing in or by the discloser's organisation; and
  - (b) the discloser discloses information about that in accordance with the Protected Disclosure Act; and
  - (c) the discloser does not disclose in bad faith.
- 10.2 Serious wrongdoing includes but is not limited to any behaviour that:
- (a) involves misuse of funds; or
  - (b) creates a serious risk to public health, public safety, the health and safety of any individual or the environment; or
  - (c) breaks the law or is a serious risk to the maintenance of the law.
- 10.3 If an employee wishes to disclose information about serious wrongdoing in a way that would constitute a protected disclosure, the employee must (in order to receive the protection of the Act) comply with the following internal procedure:
- (a) the employee must report any serious wrongdoing via the methods outlined in Section 3;
  - (b) the employee may report the serious wrongdoing to an "appropriate authority" at any time (this applies whether or not the discloser has also made the disclosure to their organisation or to another appropriate authority) (this will generally be the Police or the Office of the Ombudsman of New Zealand).

### 10.4 What protection does this procedure offer employees?

Every person to whom a protected disclosure is made must use his or her best endeavours not to identify the employee who made the disclosure to others. (For the avoidance of doubt, there are exceptions, see Section 12 below).

If the employee has made a protected disclosure and he or she has followed the above procedure, the employee will not be liable for any civil or criminal or disciplinary proceeding.

If an employee believes that retaliatory action has been taken against the employee by Custom Fleet for disclosing information, then the employee may have a personal grievance as defined in the Employment Relations Act. Employees are entitled to access the procedures for resolving personal grievances under that Employment Relations Act.

The Protected Disclosures Act will not protect an employee if the employee discloses information knowing it to be false or otherwise acts in bad faith. This is likely to be viewed as serious misconduct.



## 11 Confidentiality

A disclosure will be kept confidential to the extent possible, subject to the need to meet legal and regulatory requirements. Disclosures that involve a threat to life or property, illegal activities or legal action against Custom Fleet may require actions that do not allow for complete anonymity. In such cases, should it be necessary to disclose the identity of the discloser, reasonable steps will be taken to discuss this with the discloser first.

Subject to any legal requirements, all employees, including the discloser, must protect and maintain the confidentiality surrounding the disclosure and any resulting investigation, including:

- (a) the identity of people they know or suspect may have made a disclosure, or who are the subject of a disclosure; and
- (b) any protected data or information associated with the disclosure.

When making a disclosure, the discloser will be asked whether he or she consents to the disclosure being shared with appropriate persons within the organisation so that it can be investigated properly; if that consent is not given, Custom Fleet may be unable to investigate the matters the subject of that disclosure further, other than, in certain circumstances, reporting it directly to ASIC, APRA or another appropriate authority.

Employees are reminded of their obligation to treat as confidential any information obtained during the course of their work, whether it concerns Custom Fleet, its employees or its customers. Failure to maintain confidentiality is a serious matter and subject to disciplinary action; in some cases, criminal and/or other penalties may apply.

## 12 Other

### 12.1 Complaints

If you are concerned about a breach of confidentiality under this Policy, you may lodge a complaint with the General Counsel via [Speakup@customfleet.com.au](mailto:Speakup@customfleet.com.au). If you are not satisfied with the outcome of an investigation, you can contact an eligible recipient and ask for it to be reviewed.

### 12.2 More Information

For further information on this policy please contact [Speakup@customfleet.com.au](mailto:Speakup@customfleet.com.au).

You can also seek or obtain independent legal advice in relation to:

- how this Policy works;
- what this Policy covers; and
- how a disclosure might be handled.