



## VMOTO LIMITED

ACN 098 455 460

("Company")

# WHISTLEBLOWER POLICY

## 1. Introduction

Vmoto's Whistleblower Policy (**Policy**) has been adopted by the Board to ensure concerns regarding unacceptable conduct, including breaches of the Company's Code of Conduct, can be raised on a confidential basis, without fear of reprisal, dismissal or discriminatory treatment. The Company is committed to creating and maintaining a culture of corporate compliance and ethical behaviour in which employees are responsible and accountable and behave with honesty and integrity.

### 1.1 Purpose of this Policy

The purpose of this Policy is to promote responsible whistle blowing about issues where the interests of others, including the public, or of the organisation itself are at risk and also to set out the requirements for the management and investigation of any reports of Unacceptable Conduct.

### 1.2 Who is covered by this Policy?

This Policy applies to the Company's current or former Directors and employees, the Company's contractors (including subcontractors) and employees of the Company's contractors, joint venture partners (who have agreed to be bound by the Policy) and suppliers (each a **Company Person**).

This Policy is available to officers and employees of the Company at [www.vmoto.com](http://www.vmoto.com) and can also be obtained from an Authorised Officer.

## 2. Conduct Covered by this Policy

The Company Persons are encouraged to report any conduct (whether actual or potential) which:

- (a) represents a danger to the public;
- (b) breaches any internal policy or code of the Group;
- (c) constitutes dishonest, fraudulent, illegal or corrupt activity, including bribery;
- (d) constitutes theft, drug distribution (sale or use), violence, assault, intimidation, criminal damage to property;
- (e) constitutes harassment, discrimination, victimisation or bullying;



- (f) is potentially damaging to the Group, its employees or a third party such as unsafe work practices, environmental damage, health risks or abuse of the Group's property or resources;
- (g) may cause the Group financial loss, damage its reputation or be otherwise detrimental to the Group's interests;
- (h) causes, or threatens to cause, Detriment to anyone because that person knows, believes or suspects that a report has been, or might be, made under this Policy; or
- (i) indicates any other misconduct or an improper state of affairs or circumstances in relation to a Group company.

### **3. Reporting and Investigating Unacceptable Conduct**

#### **3.1 Internal Reporting of Unacceptable Conduct**

If a Company Person suspects that Unacceptable Conduct has occurred, then they should make a report to one of the Authorised Officers listed in Schedule 1.

The contact details for the Authorised Officers are listed in Schedule 1.

The Company Person can choose to make the report in person, in writing or by telephone.

In the event the report is in respect of an Authorised Officer named in Schedule 1, a Company Person can make a report by contacting an Alternate Authorised Officers pursuant to the contact details listed in Schedule 2.

The Company Person making the complaint will have the option of either:

- (a) identifying themselves; or
- (b) remaining anonymous.

A relative or another person can make a report to an Authorised Officer on behalf of the Company Person, and in the same manner described above.

For Unacceptable Conduct to be investigated, the Authorised Officer will require sufficient information to form a reasonable basis for investigation. For this reason, a Company Person should provide as much information as possible, in any form, about the alleged Unacceptable Conduct.

This could include:

- (a) the date, time and location;
- (b) the name(s) of person(s) involved and possible witnesses;
- (c) evidence of the events (e.g. documents, emails); and



- (d) steps the Company Person may have already taken to report the matter or resolve the concern.

The Company Person may also be able to report their concern to an external regulatory body (see section 3.5 below).

### **3.2 Investigation**

Upon receiving a complaint, the Authorised Officer will determine who will investigate the matter. They cannot appoint anyone implicated directly or indirectly in the complaint.

The investigation must be conducted:

- (a) as soon as possible after the initial complaint is reported;
- (b) through the best endeavours of the Authorised Officer, in a timely, thorough, confidential, objective and fair manner; and
- (c) as is reasonable and appropriate having regard to the nature of the Unacceptable Conduct and all of the circumstances.

Where appropriate, the Authorised Officer will update the Company Person on the progress of the investigation. Company Persons must keep confidential any details of the investigation, its progress or its outcome.

### **3.3 Outcome**

An internal report on the outcome of the investigation, including any recommended actions, will be prepared by the Authorised Officer and provided to the Company Secretary.

Unless they have remained anonymous, the Company Person will be informed of the outcome.

The Authorised Person cannot be subject to legal liability for the report they produce.

### **3.4 Escalation**

If the Company Person is dissatisfied with the outcome of the investigation they can escalate the matter to:

- (a) the Board; or
- (b) ASIC's Office of the Whistleblower.

### **3.5 External Reporting of Unacceptable Conduct**

In addition to being reportable under this Policy, disclosures about protected matters (as defined in the Whistleblower Protection Laws) can be reported directly to an external regulatory body including:

- (a) ASIC;
- (b) APRA; or



- (c) the Commissioner of Taxation (for a protected disclosure under the Taxation Administration Act).

The Corporations Act enables a Company Person to make a public interest disclosure or an emergency disclosure about a protected matter to a journalist or a member of parliament in certain limited circumstances.

## **4. Protecting Confidentiality and Privacy**

### **4.1 Confidentiality**

If a Company Person makes a report of Unacceptable Conduct under this Policy, and the Company is aware of that person's identity, the Company will make every reasonable endeavour to ensure that person's identity is protected from disclosure. The Company will not disclose the Company Person's identity unless:

- (a) the Company Person making the report consents in writing to the disclosure;
- (b) the disclosure is required by law;
- (c) the disclosure is necessary to prevent or lessen a serious and imminent threat to life, health or property; or
- (d) it is necessary to protect or enforce the Company's legal rights or interests or to defend any claims.

### **4.2 Protecting the Company Person**

Company Persons who make complaints in good faith and who have not themselves engaged in Unacceptable Conduct will not be personally disadvantaged by:

- (a) dismissal;
- (b) demotion;
- (c) any form of harassment;
- (d) discrimination; or
- (e) current or future bias.

However, disciplinary action may be taken against an individual making malicious or vexatious allegations.

The Company will take any action it considers necessary to protect the Company Person and preserve the integrity of the investigation.

The Company has no power to offer any person immunity against prosecution in the criminal jurisdiction.



## **5. General Reporting on Whistleblower Activity**

The Company Secretary will prepare reports which contain a general summary of the number and type of incidents identified or complaints received through the Company's internal reporting processes, together with a description of the nature and results of any investigation conducted as a result of a reported incident or complaint.

These reports will be provided:

- (a) to the Board at the end of any month where a report has been received by the Authorised Person from the Company Person (or at a frequency to be determined by Board from time to time); and
- (b) to the Audit and Risk Committee (or the Board until such time that the Audit and Risk Committee is established by the Board).

## **6. Training**

The Company's expectation in relation to the reporting of Unacceptable Conduct is outlined as part of the new employee induction program and as part of ongoing training and awareness programs.

## **7. Welfare of Company Persons**

The Authorised Officer will take reasonable steps to maintain processes to monitor the welfare of Company Persons who have made complaints under this Policy to ensure the effectiveness of the protections under the Policy.

## **8. Consequences of non-compliance**

The outcome of an investigation may result in disciplinary action including, but not limited to, dismissal.

A breach of this Policy may result in prison time, significant fines under the Corporations Act and disciplinary action.

## **9. Victimisation is prohibited**

If a Company Person considers they have been victimised as a result of making a report to an Authorised Officer, or in the belief that a report was made, the Company Person should report this to an Authorised Officer. The Company Person can also report victimising conduct under this Policy.

If a Company Person is found to have engaged in Victimisation, they may be subject to disciplinary action (up to and including termination of employment) or other appropriate corrective action.

The Whistleblower Protection Laws prohibit Victimisation. If a court decides that the Company Person has victimised another person in breach of the Whistleblower Protection Laws, the court may order the Company Person to:

- (a) pay compensation to the person who was victimised;



(b) pay substantial fines and / or go to jail.

The Company may also be ordered to pay substantial penalties and legal costs.

## 10. Review of this Policy

The Company Secretary will use the reports provided under this Policy to monitor and review regularly the effectiveness of the whistleblower protection program described in this Policy.

The Board is responsible for reviewing this Policy to determine its appropriateness to the needs of the Company from time to time.

This Policy may be amended by resolution of the Board.

## 11. Who to contact

Any questions relating to the interpretation of this Policy should be forwarded to the Company Secretary.

## 12. Glossary

**APRA** means Australian Prudential Regulation Authority.

**ASIC** means Australian Securities and Investment Commission.

**Authorised Officer** means a person listed in Schedule 1 or any other person appointed by the Board from time to time.

**Board** means the Company's board of directors.

**Company Secretary** means the person appointed as the company secretary of the Company from time to time.

**Corporations Act** means the *Corporations Act 2001 (Cth)*.

**Director** means the persons appointed as directors of the Company from time to time.

**Company** means Vmoto Limited.

**Company Person** means the Company's Directors and employees, the Company's contractors (including subcontractors) and employees of the Company's contractors, joint venture partners and suppliers.

**Detriment** includes (without limitation):

- (a) dismissal or demotion of an employee;
- (b) injury of an employee in his or her employment;
- (c) alteration of an employee's position or duties to his or her disadvantage;
- (d) discrimination between an employee and other employees of the same employer;



- (e) harassment or intimidation;
- (f) harm or injury (including psychological harm);
- (g) damage to a person's property; and
- (h) reputational, financial or any other damage to a person.

**Group** means the Company and each entity it controls.

**Policy** means this document or any amending or replacement document.

**Unacceptable Conduct** means the matters set out in section 2 of this Policy.

**Victimisation** is defined as conduct that:

- (a) causes any detriment to another person (even if unintentionally); or
- (b) constitutes the making of a threat to cause any such detriment to another person;

where the reason (or part of the reason) for that conduct is a belief or suspicion that the other person (or any other person) made, may have made, proposes to make, or could make a disclosure of Unacceptable Conduct.

**Whistleblower Protection Laws** includes the Corporations Act and Taxation Administration Act 1953 (Cth).



**Schedule 1 - Authorised Officers**

<b>Position</b>	<b>Contact Details</b>
Managing Director	<a href="mailto:charles@vmoto.com.cn">charles@vmoto.com.cn</a>
Chief Financial Officer	<a href="mailto:ivan@vmoto.com.cn">ivan@vmoto.com.cn</a>
Company Secretary	<a href="mailto:shannon@evolutioncorp.com.au">shannon@evolutioncorp.com.au</a>

**Schedule 2 – Alternate Authorised Officers**

<b>Position</b>	<b>Contact Details</b>
Non-Executive Chairman	<a href="mailto:phil.campbell@vmoto.com">phil.campbell@vmoto.com</a>