

Whistleblowing Policy



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1. Scope of this Policy

This Policy extends to Flight Centre Travel Group Limited's (FCTG) global business including board members, contractors and consultants, agents, representatives, licensees, franchisees, workers, casual workers and agency workers and current and former employees, officers and suppliers (where relevant) and is subject to the local policies and applicable law as it applies to the local FCTG entity.

2. What is Whistleblowing?

FCTG is committed to developing a culture where all people covered by this Policy are encouraged to raise concerns about suspected or actual misconduct or an improper state of affairs or circumstances relating to FCTG and its related bodies corporate, or its officers or employees (potential wrongdoing) and can do so safely.

The purpose of this Policy is to promote responsible disclosure about potential wrongdoing, particularly where the interests of others, including the public, or of FCTG itself, are at risk. Except to the extent where a local policy or applicable law applies to the local FCTG entity, such issues might include:

- Dishonesty
- Fraud
- Theft
- Harassment
- Workplace bullying
- Discrimination (sex, age, gender, race, religion e)
- Bribery and corruption
- Modern Slavery
- Manipulation or falsification of financial records
- Illegal activities
- Unethical behaviour
- Unsafe work practice
- Victimisation
- Breach of Code of Conduct or other group policies
- Other serious improper conduct, or
- Any other conduct which may cause financial or non-financial loss to FCTG or be otherwise detrimental to the interests of the Organisation

3. Responsibilities for all those covered by this Policy

The Board will not tolerate anyone being discouraged from speaking up under this Policy or being subject to detriment because they want to speak or they have done so. Disciplinary action, up to and including termination of employment or engagement, will be taken in respect of anyone shown to have caused detriment to a person in connection with speaking up under this Policy.

Each person covered by this Policy is in a position of trust and must encourage reporting under this Policy and adhere to appropriate standards of ethical behaviour including compliance with FCTG's policies, applicable laws and regulations including without limitation, local policies and applicable laws. Each person covered by this Policy is expected to make every effort to protect the interests of FCTG, including taking action to prevent the occurrence of inappropriate practices and/or behaviour.

To the extent that a person suspects or becomes aware of potential wrongdoing they should follow the procedures outlined below.

4. Confidentiality

People covered by this Policy can raise their disclosure anonymously or ask that their identity not be disclosed. Anonymous disclosures will be investigated to the extent possible, and people who make reports can remain anonymous during and after any investigation. However, an investigation may not be possible unless sufficient information is provided, and it may make it difficult to offer you the same level of practical support if we do not know your identity.

If you make an anonymous disclosure to Navex Global through FCTG's whistleblower service you will be given a report key and unique password that you can use to manage your report online or quote in subsequent conversations with Navex Global. This will allow you to follow-up on the status of your report and may enable you to receive updates on how FCTG has responded to your report. Please note that it may not always be possible to provide you with updates.

FCTG encourages individuals to provide their name when they raise a concern, where possible. This will assist where additional information is required to further an investigation. If you do provide your name, it will only be disclosed if you provide your consent, or in exceptional circumstances where the disclosure is allowed or required by law. If you have concerns about this, you can discuss this with the whistleblower protection officer, Peter Feros, Group General Counsel. The protections available to whistleblowers under Australian law are available even if you remain anonymous.

5. Commitment to protecting employees

FCTG is committed to protecting employees in making genuine disclosures and has appointed a whistleblower protection officer, Peter Feros, Group General Counsel, who has the responsibility of providing individual employees with protection against disadvantage.

The protections offered will depend on things such as the nature of the disclosure and people involved. If you choose to remain anonymous, this will limit FCTG's ability to offer practical support and protection. If you do provide your name, your report will be handled confidentially. Practical protections may include the following:

- monitoring and managing the behaviour of other employees;
- offering you a leave of absence or flexible working arrangements where appropriate; and
- additional support such as counselling services.

6. Anonymity

Your identity (and any information FCTG has because of your report that someone could likely use to work out your identity) will only be disclosed if you give your consent to disclose that information or in exceptional circumstances where the disclosure is allowed or required by law (e.g. in dealings with a regulator) or to the extent it is permitted under local applicable law. It is illegal for a person to identify a discloser that wishes to remain anonymous, outside the circumstances where the disclosure is allowed or required by law.

7. Reasonable grounds to believe the information is true

You will be expected to have reasonable grounds to believe the information you are disclosing is true, but you will not be penalised even if the information turns out to be incorrect. If a report is made under this Policy, but is not confirmed by the investigation, no action will be taken against the person raising the misconduct concern.

FCTG will focus on the quality of the information that is reported, not the motivation of the whistleblower. However, this is not a forum for allegations which are vexatious or frivolous. FCTG expects its people to use the whistleblower process appropriately and with honesty. You must not make a report that you know is not true or is misleading. Where it is found that a person has knowingly made a false report, this will be considered a serious matter and will result in disciplinary action.

8. Reporting concerns

If you have any known or suspected genuine concerns about potential wrongdoing, you should make a disclosure about it. Subject to any notice requirements as set out in your local policies applicable to your employing FCTG entity, your responsibility is to report this concern to:

- General Manager Enterprise Risk: Javed Mower (+61 403 753 625, javed.mower@flightcentre.com)
- Company Secretary: David Smith (+61 404 856 317, David_smith@flightcentre.com)
- Chairman of the Audit Committee: Rob Baker, (rbak3698@gmail.com) (if your concern relates to senior executives, or any of the people named above in this Policy, you are encouraged to feel comfortable contacting the Chairman of the Audit and Risk Committee)

If you feel uncomfortable or unable to report your concern to these people, please refer to the notice requirements as set out in your local policies applicable to your employing FCTG entity, or contact FCTG's confidential and free whistleblower service that is operated 24/7 by an independent third party, Navex Global by accessing our secure portal from any device:

[Fctg.ethicspoint.com](https://fctg.ethicspoint.com)

Here you can report your concern online or look up numbers to report your concern by phone. You can also manage reports made from this portal. Reports can be made anonymously and/or confidentially, securely and outside of business hours.

Navex Global will take your call or read your online report, consider your concern and undertake an appropriate course of action.

9. Responding to reports under this Policy

Any disclosures made under this Policy will be received and treated sensitively and seriously, and will be dealt with promptly, fairly and objectively. FCTG's response to a report will vary depending on the nature of the report and the amount of information provided and subject to local applicable laws relevant to the FCTG entity. Some reports will be resolved informally whereas others may be investigated through a formal process. Any investigation commenced will be conducted in a timely manner and will be fair and independent from any persons to whom the report relates. All employees and contractors must cooperate fully with any investigations.

When appropriate, a person being investigated or mentioned in a disclosure will be provided with details of the report that involves them (to the extent permitted by local and applicable laws) and be given an opportunity to respond.

Where an investigation identifies a breach of the Company's Code of Conduct or internal policies or procedures, appropriate disciplinary action will be taken. This may include but is not limited to terminating or suspending the employment or engagement of the person(s) involved in the misconduct.

Where appropriate, the person raising the matter will be kept informed of the progress and the outcome of the investigation, within the constraints of maintaining confidentiality or observing legal restrictions generally. You should treat any information shared with you about the investigation as confidential.

10. Group Reporting Procedures

The Board, through the Audit and Risk Committee, will receive confidential reports on the number and type of whistleblower incidents quarterly to enable it to address any issues at a regional or group level. The Audit and Risk Committee will be provided additional information about any material incidents raised. These reports will be made on a "no name's basis", maintaining the confidentiality of matters raised under this Policy.

Where the subject matter of a report could be materially price sensitive, the person receiving the report should consider whether any action needs to be taken under the Communications and Continuous Disclosure Policy (while maintaining confidentiality to the full extent required by law).

11. Review of Policy

This Policy and the actions outlined above will be continuously reviewed to ensure they are relevant and appropriate for our workplace.

This Policy will be available on the FCTG public website and on internal policy platforms. This Policy does not form part of the contractual terms of employment and may be amended from time to time.

12. Related policies and procedures to the extent applicable locally

- Code of Conduct
- Anti-Fraud policy
- Anti-Bribery and Corruption policy
- Equal Employment Opportunity policy
- Occupational health and Safety policies
- Finance policies
- Communications, Email and Internet policy

It is the intention that this Policy apply to all FCTG entities globally. In the event of any inconsistency between this Policy and a local law applicable to a FCTG entity, the local law and local policy shall prevail to the extent it is applicable to the employees of the local FCTG entity.

13. Endorsement

FCTG's Board and executive team is committed to this Policy and its implementation and to ensuring an enjoyable and healthy and safe working environment.

14. Revision History

Version Number	Date	Revisions/Comments	Author
1.0	21/09/2021	Document created	Enterprise Risk
1.1	13/11/2023	Updated template and minor changes	Enterprise Risk

Attachment 1: Protections provided by Australian law to Australian employees

Additional legislative protections

You are encouraged to report potential wrongdoing under this policy. However, the law offers protections in other cases if an “eligible whistleblower” reports “disclosable conduct” to an “eligible recipient” and had reasonable grounds to believe the information reported was true. If you make a “protected disclosure” under the law that does not comply with the FCTG Whistleblower Policy (for example, because the disclosure is not made to the people named in the Policy) the legal protections may still be available. Please contact Peter Feros, Group General Counsel if you would like more information about legal protections or how to raise reports under the Policy.

Eligible whistleblowers

An “eligible whistleblower” is an individual who is, or has been, any of the following in relation to FCTG:

- a) an officer or employee (e.g. current and former employees who are permanent, part-time, fixed-term or temporary, interns, secondees, managers, and directors);
- b) a supplier of services or goods to FCTG (whether paid or unpaid), including their employees (e.g. current and former contractors, consultants, service providers and business partners);
- c) an associate of FCTG; and
- d) a relative, dependant or spouse of an individual in (a)–(c) above (e.g. relatives, dependants or spouse of current and former employees, contractors, consultants, service providers, suppliers and business partners).

Disclosable matters and eligible recipients

Certain information that is disclosed to certain people or organisations is protected by law. Examples of this information and recipients are outlined in the following table.

Information reported or disclosed	Recipient of disclosed information
<p>General disclosable matters</p> <ul style="list-style-type: none"> Information about actual or suspected wrongdoing, or an improper state of affairs or circumstances in relation to FCTG or a related body corporate Information that FCTG or a related body corporate or any officer or employee of FCTG or a related body corporate has engaged in conduct that: <ul style="list-style-type: none"> contravenes or constitutes an offence under certain legislation (e.g. the Corporations Act); represents a danger to the public or the financial system; constitutes an offence against any law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more <p>Note that “personal work-related grievances” are not protected disclosures under the law, except as noted below</p>	<p>Recipients for any general disclosable matters</p> <ul style="list-style-type: none"> A person authorised by FCTG to receive protected disclosures – i.e. recipients under this policy An officer or senior manager of FCTG or a related body corporate An auditor, or a member of an audit team conducting an audit, of FCTG or a related body corporate An actuary of FCTG or a related body corporate ASIC or APRA
<p>Tax-related disclosable matters</p> <p>Information about misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of FCTG or an associate, which the discloser considers may assist the recipient to perform functions or duties in relation to the tax affairs of FCTG or an associate.</p>	<p>Recipients for any tax-related disclosable matters</p> <ul style="list-style-type: none"> A person authorised by FCTG to receive reports of tax-related disclosable matters An auditor, or a member of an audit team conducting an audit, of FCTG A registered tax agent or BAS agent who provides tax services or BAS services to FCTG A director, secretary or senior manager of FCTG An employee or officer of FCTG who has functions or duties that relate to the tax affairs of FCTG A legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the Australian whistleblower laws

Further tax-related information	Recipients for any further tax-related information
Information that may assist the Commissioner of Taxation to perform his or her functions or duties under a taxation law in relation to FCTG	<ul style="list-style-type: none"> • Commissioner of Taxation • A legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the Australian whistleblower laws

The law also protects certain disclosures made in “emergency” and “public interest” situations, in which case disclosures can be made to additional recipients. Please contact Peter Feros, Group General Counsel if you would like more information about emergency and public interest disclosures and to whom these disclosures can be made with the protection of law.

Personal work-related grievances

The Policy explains that ‘personal work-related grievances’ are generally not protected by Australian whistleblowing laws. However, legal protection for disclosures about solely personal employment related matters may be available under Australian whistleblowing laws in limited circumstances. A disclosure of a personal work-related grievance will remain protected if, for example:

- it includes information about misconduct, or information about misconduct, or information about misconduct includes or is accompanied by a personal work-related grievance.
- it concerns detriment to you because you have or may be considering speaking up; or
- it is made to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of the law about whistleblowers.

Under the law, a grievance is not a ‘personal work related grievance’ if it:

- has significant implications for an entity regulated under the law that do not relate to the discloser;
- concerns conduct, or alleged conduct, in contravention of specified corporate and financial services laws, or that constitutes an offence punishable by 12 months or more imprisonment under any other Commonwealth laws;
- concerns conduct that represents a danger to the public or financial system; or
- concerns conduct prescribed by the regulations.

Specific protections and remedies

Legal protections are available to whistleblowing disclosers that qualify for protection under the law, including identity protection (i.e. confidentiality) and protection from detrimental acts or omission (i.e. disadvantage). Additional legislative protections may also be available, including but not limited to:

- compensation for loss, damage or injury suffered as a result of detrimental conduct;
- an injunction to prevent, stop or remedy the effects of the detrimental conduct; and

- an order requiring an apology for engaging in the detrimental conduct;
- if the detrimental conduct wholly or partly resulted in the termination of an employee's employment, reinstatement of their position; and
- any other order the court thinks appropriate.

Disclosers that are protected by the Australian whistleblowing laws also qualify for protection from:

- civil liability (e.g. any legal action against the discloser for breach of an employment contract, duty of confidentiality or another contractual obligation);
- criminal liability (e.g. attempted prosecution of the discloser for unlawfully releasing information, or other use of the disclosure against the discloser in a prosecution (other than for making a false disclosure)); and
- administrative liability (e.g. disciplinary action for making the disclosure).