

RYDER CAPITAL LIMITED

WHISTLEBLOWER PROTECTION POLICY

SCOPE

This Policy applies to all Employees of the Company and other persons connected to the Company as defined below. Adherence to this Policy is a condition of employment with the Company.

DEFINITIONS

Company means Ryder Capital Limited ACN 606 695 854.

Employee means a Director (executive and non-executive), officer, employee or consultant of the Company.

Reportable Matter means any concern (actual or suspected) about the following conduct, or the deliberate concealment of such conduct, financial irregularity, corrupt or criminal conduct, failure to comply with any legal or regulatory obligation, unfair or unethical dealings, or danger to the public or the financial system.

Policy means this Whistleblower Protection Policy

PURPOSE

The Company is committed to promoting and supporting a culture of corporate compliance and ethical behaviour. As part of this commitment, the Company has developed a Whistleblower Protection Policy to enable persons connected to the entity to report illegal, dishonest, fraudulent, corrupt or unethical activity that has occurred within the entity.

POLICY

All Employees have a responsibility to help detect, prevent and report instances of suspicious activity or wrongdoing, referred to as a Reportable Matter. Employees are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage with their immediate manager, and serious matters will then be escalated.

The aim of this policy is for all Employees to feel confident about raising concerns internally, by offering a reporting and investigative mechanism that is objective, confidential, independent and protects from reprisal or disadvantage. These concerns may include conduct or behaviour which appears to be illegal, unethical or improper.

Under the Policy:

- Employees are encouraged to report concerns, whether openly or, if preferred, anonymously;
- if a concern is reported, the Employee will be afforded confidentiality unless indicated (or the law requires) otherwise;
- concerns reported will be properly investigated with a view to establishing the truth and correcting any wrongdoing where possible;
- the reporting Employee will be advised of the outcome of the investigation and any action taken as much as practicable;
- the reporting Employee will not be victimised or adversely affected because of action in reporting concerns provided that there is a basis for the concerns, and that the Employee has acted in good faith and without malicious intent.

In addition to the reporting of Reportable Matters as discussed above, Employees should also report or escalate a Reportable Matter to the Company Secretary or the Chair of the Audit and Risk Committee under this Policy if:

- they have previously reported a Reportable Matter and are not satisfied with the response to the report; or
- feel unable to raise the Reportable Matter with their manager, either because the manager is the subject of the report or there is another reason to believe that the manager is unlikely to deal with the report properly.

HOW TO REPORT

Any report under this Policy can be made via any of the following contacts, noting it may depend on the matter and the person who is the subject of the matter:

- to the relevant manager (if not the immediate manager)
- to the Company Secretary
- to the Chair of the Audit and Risk Committee

ACTION REQUIRED WHEN A REPORT IS MADE

The person who an Employee makes a report to under this Policy must do the following:

- ensure that the matter is properly investigated by the person nominated for the purposes of this Policy as the Whistleblowing Protection Officer.
- give the Chair of the Audit and Risk Committee the report that has been made.

INVESTIGATION PROCESS

The investigation will be thorough, objective, fair and independent of the reporting Employee and anyone who is the subject of the Reportable Matter. The investigation will also have proper regard to the principles set out in the Australian Standard on Whistleblower Protection Programs.

COMMUNICATION ABOUT THE REPORT

The Whistleblower Protection Officer will keep the reporting Employee informed of the outcome of the investigation arising from the report, subject to considerations of the privacy of anyone who is the subject of the Reportable Matter and normal confidentiality requirements.

Timely review of a Reportable Matter is required. Where practicable, initial feedback will be provided within a week of the report being made, and any further feedback on a fortnightly basis as the matter progresses.

CONFIDENTIALITY

All investigations undertaken under this Policy will be conducted in accordance with the principles of fairness and natural justice. Reports will be kept confidential to the extent possible, subject to legal and regulatory requirements. The Company will not disclose particulars of reported matters that would suggest the identity of the Employee without obtaining the Employee's prior consent, subject to any requirements of applicable law.

Reports can also be made anonymously however this may hinder the ability of the Company to fully investigate the matter. The *Corporations Act* also currently provides for Employees to be able to report Company misconduct anonymously direct to ASIC.

PROTECTION

The person who the reporting Employee makes a report to under this Policy may, if agreed, disclose the identity of the reporting Employee to the Whistleblower Protection Officer, but will otherwise keep their identity confidential. They will ensure that all files relating to the report are kept secure, and that information received is held in confidence and is only disclosed to a person not connected with the investigation if the reporting Employee has consented to the disclosure or it is required by law.

The Company will safeguard the Employee's interests, having regard to this Policy, the Australian Standard on Whistleblower Protection Programs, and any other applicable policies and laws. The Company will take whatever action is possible to ensure that the reporting Employee is not disadvantaged for making a report whether by dismissal, demotion, any form of harassment, discrimination or any form of current or future bias.

Any person found in breach of the provisions in this Policy will be subject to disciplinary procedures, up to and including the termination of employment.

FALSE OR DISHONEST ALLEGATIONS

The Company may take disciplinary action against a person who deliberately makes a false or dishonest allegation of improper conduct. No action will be taken against a person for making an allegation or disclosure in good faith, even where no wrongdoing is identified.

WHISTLEBLOWER PROTECTION OFFICER

The Company Secretary is appointed as a Whistleblower Protection Officer with powers and duties consistent with the Australian Standard on Whistleblower Protection Programs.

The Whistleblower Protection Officer is responsible for:

- Co-ordinating the investigation into any report received from an Employee
- Documenting and handling all matters in relation to the report and investigation
- Finalising all investigations

The Whistleblower Protection Officer will, at all times, have direct and unrestricted access to reasonable financial, legal and operational assistance when this is required for any investigation.

MONITORING AND REVIEW

The Company Secretary will maintain a record of all whistleblowing incidents and actions taken under this Policy. This Policy will be reviewed on an annual basis.