

Zapp Electric Vehicles Group Limited

WHISTLEBLOWER POLICY

1. Purpose

Zapp Electric Vehicles Group Ltd. (“Zapp” or the “Company” and, together with its affiliates, the “Group”) has established this Whistleblower Policy (this “Policy”):

- To provide avenues for employees and others to raise concerns about the integrity of the Company’s operations, accounting, financial controls and periodic reporting, and to define a process to respond to such concerns and investigate alleged misconduct by Group employees or contractors and any attendant circumstances.
- To enable management to be informed at an early stage about such concerns, alleged misconduct and/or circumstances.
- To reassure employees that they will be protected from retaliation and/or unfair treatment after disclosing concerns or alleged misconduct in good faith in accordance with this Policy.
- To help develop a culture of openness, accountability and integrity across the Group.

2. Scope

This Policy provides for and governs the reporting and investigation of improper or illegal activities on the part of Group employees, contractors and agents (“Personnel”) as well as specifying protections afforded to Whistleblowers (as defined below). Whistleblowers may also report Concerns about the Group’s vendors or other counterparties. This Policy does not apply to nor change the Company’s policies and procedures for individual employee grievances or complaints relating to working conditions, advancement, or other terms and conditions of employment. Such matters are administered and reviewed by Zapp’s human resources personnel.

3. Definitions

- **Whistleblower:** As used herein, “Whistleblower” means a person or entity making a protected disclosure about improper or illegal activities on the part of Group Personnel. Whistleblowers may be Zapp Personnel, applicants for employment, customers, other counterparties, or members of the general public. The Whistleblower’s role is that of a reporting party. Whistleblowers are not finders of fact, nor do they determine what, if any, corrective or remedial action may be warranted in response to Whistleblower reports.
- **Good Faith:** A Whistleblower’s report is made in good faith when it is made without malice or consideration of personal benefit and the Whistleblower has a reasonable basis to believe that the report is true. A report does not have to be proven to be true to be made in good faith. Good faith is lacking, however, when a Whistleblower’s disclosure is without a reasonable basis or knowingly false or malicious.
- **Misconduct / Improper Activities:** Examples of reportable misconduct on the part of Group Personnel include fraud (including financial fraud and accounting fraud), violation of laws and regulations, violation of Group policies (including but not limited to Zapp’s Code of Business Conduct), dishonest or otherwise unethical behavior or practices, endangerment to health or safety and negligence of duty (collectively and without limitation, “Concerns”).

4. Procedures

- **General Guidance**

This policy requires Group Personnel to act in good faith and not to make false or baseless accusations when reporting Concerns. A Group employee who knowingly or recklessly makes a report or disclosure not in good faith may be subject to disciplinary measures, up to and including termination.

- **Reporting Concerns**

1. Any person may report Concerns relating to any Group company, employees or other Personnel, as well as Concerns about Group suppliers or other counterparties.
2. Concerns may be disclosed through the third-party web-based Whistleblower channel (accessible at ir.zappev.com or at www.whistleblowerservices.com/zapp), by email to whistleblower@zappev.com, or by writing a letter to, telephoning or meeting in person with any officer of the Company. If Concerns are reported through the third-party channel (which the company recommends), service provider Intrado Digital Media UK Limited (d/b/a "Notified") will promptly report all information provided by the Whistleblower to the Chief Legal Officer for preliminary review as described below. The Company encourages Whistleblowers to make reports in writing, so as to assure a clear understanding of the issue(s) raised.
3. The Company also encourages, but does not require, Whistleblowers to make their identity known when making reports, in order to facilitate investigation of such reports.
4. In case of reports sent via e-mail, the Company recommends entering "Zapp Whistleblower Report" in the subject line for ease of identification and to ensure confidential treatment.
5. Although the Whistleblower is not expected to prove the truth of any allegation, he/she should demonstrate as conclusively as possible that there are sufficient grounds for suspicion or concerns.

- **Investigating Alleged Misconduct or Improper Activities**

1. The Company will treat all Whistleblower reports seriously, will maintain confidentiality to the fullest extent possible (consistent with the need to conduct an adequate review), and will take prompt and appropriate corrective action as and when necessary or appropriate.
2. Whistleblower reports shall be forwarded in the first instance to the Company's Chief Legal Officer, who will reply to the Whistleblower (if not anonymous), acknowledging receipt. He may in his discretion confer with other Company senior officers to discuss investigative or other steps in response.
3. The Chief Legal Officer will maintain a secure log of all reports received, tracking their receipt, investigation and resolution. The Chief Legal Officer will distribute an updated log, highlighting recent developments in reasonable detail, to the Chairman of the Audit Committee of the Board (and, if the latter so directs, to the full Audit

Committee) in advance of each regularly scheduled Audit Committee meeting. Log entries, and associated files, will be kept for seven (7) years.

4. Where a report credibly alleges misconduct on the part of a senior officer of the Company, the Chief Legal Officer (or any other officer if the report alleges misconduct by the Chief Legal Officer), shall immediately forward such report to the Audit Committee Chairman. Otherwise, Company senior officers shall determine in the first instance whether a Whistleblower's report merits an investigation in accordance with this Policy, that the subject Concerns may be resolved without an investigation, or that the report does not merit any action. In each case, the Chief Legal Officer will annotate the report log accordingly.

5. The Audit Committee, however, may override management's decision in respect of any report and mandate an investigation in accordance with this Policy. In appropriate cases, such as where a report credibly alleges misconduct by Company senior officers, including but not limited to accounting or financial reporting irregularities, the Audit Committee may retain the matter for investigation itself (with notice to the Chief Legal Officer).

6. Promptly after the completion of any investigation, the Chief Legal Officer or the Chairman of the Audit Committee, as applicable, shall prepare an investigation report detailing the subject report and the Concerns raised, the steps taken in the investigation, any factual findings, and recommendations for corrective and/or disciplinary action, if any. Such reports shall be presented to the Audit Committee, which will have the authority to specify, and direct the Company to undertake, corrective or disciplinary action. Alternatively, the Audit Committee may delegate to senior officers the authority to take such corrective or disciplinary action as they see fit.

7. Irrespective of pendency or absence of any investigations, the Audit Committee will review the Whistleblower log at its regularly scheduled meetings and the same shall be presented (in summary form, if appropriate) to the Board of Directors of the Company at its regularly scheduled meetings.

5. Responsibilities of Management

If you are a Group company manager, you are responsible for continually emphasizing integrity as a standard of performance for all Personnel. If you have Concerns or learn of another employee's Concerns, you should contact the Chief Legal Officer immediately to discuss what steps should be taken in accordance with this Policy.

6. No Retaliation Against Whistleblowers

It is the Company's policy to protect Whistleblowers from retaliation of any kind. Consistent with this policy and applicable law, no adverse employment action or other retaliatory action may be taken directly or indirectly against anyone who reports Concerns in good faith or provides assistance or information to the Chief Legal Officer, other management personnel, the Audit Committee, or any other person(s) investigating or otherwise helping to resolve any Concern, including any regulatory or law enforcement agency.

///

7. Additional Reporting

Since Zapp is a US-listed company, certain Concerns may be reported directly to the U.S. Securities and Exchange Commission (the "SEC"). The Company's board and senior management believe, however, that internal Whistleblower reporting using one of the methods described above is essential to the success of the Zapp's compliance program and Zapp's overall success. Please note that the SEC's rules encourage internal reporting to the Company.

Nothing contained in this Policy limits any person's ability to communicate with government agencies regarding possible violations of applicable law.