

Introduction and Purpose

The Company has approved these policies and procedures to ensure that people can raise concerns regarding actual or suspected contravention of the Company's ethical and legal standards without fear of reprisal, or feeling threatened by doing so.

The Policy aims to facilitate disclosure of questionable practices, encourage proper individual conduct and alert the Audit and Risk Committee of potential problems before they have serious consequences. This Policy aims to support and reinforce the NZME Code of Conduct and Ethics (which can be found at <http://www.nzme.co.nz/governance>).

The Company shall maintain on its website located at www.nzme.co.nz and communicate to its employees the procedures for submitting allegations. If an employee or any other person has an allegation, such persons are encouraged to report these complaints or concerns via the Whistleblower telephone line. Such may be submitted on an anonymous/confidential basis.

Type of Matters Reportable

For the purposes of making an allegation under this Policy, matters to report may include, but are not limited to, any actual or suspected:

- conduct or practices which are dishonest, illegal or breach any law;
- breach of any Company policy including the Company's Code of Conduct and Ethics;
- sexual harassment;
- inappropriate accounting, internal accounting controls or auditing matters;
- corrupt activities;
- theft, fraud or misappropriation of assets;
- significant mismanagement or waste of funds or resources;
- abuse of authority; or

- un-safe work practice or environment.

The Company considers and will take such allegations seriously. It equally expects and assumes that allegations are made in good faith, are truthful and can be substantiated.

How to Submit an Allegation

Concerns may be communicated by either of the following means:

- Independent and externally hosted Whistleblower telephone line (**0800-100-526**)
- Or by mail to:

Risk and Compliance Manager
NZME Limited
2 Graham Street
Auckland 1010

All allegations received will be forwarded to the CEO, Risk and Compliance Manager and the NZME General Counsel (unless the allegation involves one of those roles, in which case that role will be excluded from the forward), who will then consider whether to escalate to the Chairperson of the Audit and Risk Committee.

The three individuals will then discuss and decide the appropriate action to take in order to investigate and validate the allegation. They may request special treatment of any allegation, including the retention of outside counsel, accountants, or other advisors.

Directions

Both employees and non-employees may submit an allegation.

An allegation should include enough information about the incident or situation to allow the Company to investigate it properly. Should the complainant wish to remain anonymous, he or she may send the allegation in a way that does not reveal his or her identity. Should, however, the complainant wish to co-operate in further investigation of the allegation, he or she should submit his or her name and contact details together with the allegation. If the complainant identified him or herself in the report, the Risk and Compliance Manager or the NZME General Counsel might contact him or her to ask for further information about the matters reported in the allegation.



Every report of a possible violation, compliance concern, complaint or other information relating to an allegation will be retained in written or electronic form.

Protection from Retaliation

The Company acknowledges that whistleblowers or staff making internal disclosures may be concerned about reprisals, discriminations, harassment or retribution in making an internal disclosure. The Company is committed to minimising those possibilities with the following:

- Protection of the identity of the person making the internal disclosure.
- Protection from personal disadvantage for having made the disclosure where the discloser has acted in good faith and has not engaged in misconduct or illegal activities or made a malicious disclosure.
- Protection from victimisation for having made the disclosure.

The Company intends to investigate thoroughly any allegation, report, concern or complaint made in good faith that the Company receives relating to a suspected violation. Every director or employee will be required to cooperate in internal investigations of misconduct or unethical behaviour.

Amendments

The Company reviews its policies from time to time to ensure compliance with applicable law and conformity with industry practice. Therefore, this policy may be amended, modified or waived at the discretion of the Company in accordance with applicable law and regulation.

Adopted 27 June 2016