

Introduction and Purpose

Purpose

The Company has approved these policies and procedures to ensure that people can report concerns regarding actual or suspected serious wrongdoing or 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 <https://www.nzme.co.nz/corporate-governance/>).

The Company shall maintain a copy of this policy on its website located at www.nzme.co.nz and communicate to its employees the procedures for submitting reports.

Who can make reports under this Policy?

If an employee or any other person has a concern which may amount to a "Reportable Matter" under this Policy, such persons are encouraged to report these complaints or concerns via the Whistleblower tollfree number or email address. Such may be submitted on an anonymous/confidential basis.

Application of the Act

This Policy sets out the Company's internal procedures in relation to reports of all Reportable Matters.

The Protected Disclosures (Protection of Whistleblowers) Act 2022 (**Act**) applies only to reports that fall within the definition of "protected disclosures" under the Act. Not all Reportable Matters amount to a "protected disclosure" under the Act. If a complainant wishes to understand whether the Act applies to any report under this Policy, they should take their own independent advice or speak with the General Counsel on a confidential basis.

Reportable Matters

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

- “serious wrongdoing” under the Act, which includes any act, omission or course of conduct in or by the Company that is one or more of: an offence; serious risk to public health, public safety, the health and safety of any individual, or the environment; a serious risk to maintenance of law; or an unlawful, corrupt, or irregular use of public funds or public resources;
- 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
- unsafe work practice or environment.

This Policy seeks to encourage the reporting of a wide range of concerns, as defined above. Where a report relates to a Reportable Matter that does not amount to “serious wrongdoing” under the Act, this will not be a “protected disclosure”. However, the Company will still apply the process and protections outlined in this Policy to the greatest extent practicable.

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

How to Submit a Reportable Matter

Reports may be communicated by any of the following means:

- Independent and externally hosted toll-free telephone line (FairCall): **0800 100 526**
- Email: faircall@kpmg.com.au
- Post to:

The FairCall Manager

KPMG Forensic

PO Box H67

Australia Square

Sydney NSW 1213

All reports received will be forwarded to the CEO and the General Counsel (unless the report 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 two individuals will then discuss and decide the appropriate action to take after receiving the report. They may request special treatment of any report, including the retention of outside counsel, accountants, or other advisors.

Both employees and non-employees may submit a report under this Policy.

Directions

A report should include enough information about the incident or situation to allow the Company to investigate it properly, if the Company considers investigation appropriate. Should the complainant wish to remain anonymous, they may send the complaint in a way that does not reveal their identity.

Should, however, the complainant wish to be involved in further investigation of the report, they should submit their name and contact details together with the report. If the complainant identified themselves in the report, the NZME CEO, General Counsel or the Chair of the Audit and Risk Committee might contact them to ask for further information about the matters reported.



Where a complainant does not consent to the release of information that identifies them, the Company will use its best endeavours to keep confidential all information that might identify the complainant. However, this is subject to any relevant exceptions under law and/or in this Policy.

Every report of a possible violation, compliance concern, complaint or other information relating to an allegation will be retained in written or electronic form in accordance with law, including the Privacy Act 2020.

Protections

The Company acknowledges that complainants may be concerned about reprisals, retaliation or victimisation, or other adverse consequences for making a disclosure. The Company is committed to protecting against those possibilities. Retaliation, victimisation, and adverse treatment of complainants will not be tolerated and will be taken seriously by the Company.

The Company will determine the appropriate response to every report, concern or complaint on a case by case basis. Where the Company decides to investigate any report, every director or employee will be required to cooperate in that investigation in good faith.

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.

August 2022
