

HR 6 - PROTECTED DISCLOSURES (WHISTLEBLOWER) POLICY - NZ

Including:

- When a protected disclosure can be made
- Protections for persons making a protected disclosure
- Procedures for making a protected disclosure
- Investigation procedure

Board Approved:	October 2020
------------------------	---------------------



CONTENTS

Purpose 3

Scope 3

Definitions..... 4

When Disclosure May be Protected 4

Safeguards 5

Procedures for Making a Complaint 6

Investigation Procedure 6

Who else can help? 7

Purpose

Freightways Limited (the “Company”) and its subsidiaries and related companies (the “Group”) is committed to encouraging, supporting and respecting open and honest accountable work practices. The Company believes all employees and Individuals (as defined below) have a responsibility to eliminate serious wrongdoing in the workplace by:

1. Making sure that individuals covered by the policy feel safe to report concerns;
2. Ensuring that all concerns are appropriately dealt with; and
3. Protecting individuals who are covered by this policy, and report concerns in accordance with this policy, from any adverse consequences.

The purpose of this policy is to ensure that the above commitments are met, and that the Company has clear procedures in place for making protected disclosures in accordance with the applicable protected disclosures legislation (the “Law”) in New Zealand, as amended from time to time.

Scope

This policy is applicable only in New Zealand. A separate whistleblower policy exists for Australia, to ensure the policies operating in each country reflect the law in that jurisdiction.

The Law and this policy are designed to facilitate the disclosure and investigation of serious wrongdoing in or by the Company, or any related body corporate of the Company, and protect those who make disclosures of information about serious wrongdoing in accordance with the Law.

This policy outlines who is covered by the Law, defines “serious wrongdoing” and “protected disclosure” and sets out the Company’s internal procedures for how a protected disclosure can be made and how the Company will investigate any protected disclosure. This policy is intended to cover concerns about the Company that are in the public interest. These concerns could include, but are not limited to:

- Financial wrongdoing or an improper act or fraud
- Failure to comply with a legal obligation
- Dangers to the Health & Safety of others or the working environment
- Criminal activity, such as theft or drug-taking
- Instances of, or suspicion of, Modern Slavery within the Group’s operations or supply chains
- Attempts to conceal any of the above

This policy is not designed to enable individuals to question financial or business decisions taken by the Group, if they do not involve serious wrongdoing. Similarly, it should not be used to require the Group to reconsider any matters that it has already addressed, including in relation to harassment, bullying, disciplinary processes or other procedures, provided those matters do not involve serious wrongdoing.

This policy applies to all employees and former employees, as well as any contractor or volunteer of the Company, any individual that is a supplier of goods or services to the Company (including employees of any supplier) and any person concerned in the management of the Company (including a person who is a member of the Freightways Limited Board of Directors) (“Individuals”).

It is reasonable for the Company to expect Individuals to use the procedures set out in this policy, rather than disclose the information of serious wrongdoing to any third party or otherwise air their complaints outside the Company. Failure to do so may result in disciplinary action being taken against any current employee or termination of any contractor arrangement.

Definitions

“**Serious wrongdoing**” under the Law includes any of the following types of serious wrongdoing:

1. An unlawful, corrupt, or irregular use of funds or resources of a public sector organisation; or
2. An act, omission, or course of conduct:
 - That constitutes a serious risk to public health, or public safety or the environment; or
 - That constitutes a serious risk to the maintenance of law, including the prevention, investigation, and detection of offences and the right to a fair trial; or
 - That constitutes an offence; or
 - By a public official that is oppressive, improperly discriminatory, or grossly negligent, or that constitutes gross mismanagement.

“**Appropriate Authority**” is defined in the Law, but would include such persons as:

- a) The Commissioner of Police;
- b) The Auditor-General;
- c) An Ombudsman;
- d) The Solicitor-General;
- e) The head of a public sector organisation; and
- f) A private sector body which comprises members of a particular profession or calling and which has power to discipline its members.

It does not include a Minister of the Crown or a Member of Parliament.

When Disclosure May be Protected

The Law and this policy are designed to offer protection to Individuals who disclose information, provided that the disclosure is made in accordance with this policy and:

1. The information disclosed is about serious wrongdoing (as defined above) in or by the Company;
2. The Individual believes, on reasonable grounds, the information is true, or likely to be true;
3. The Individual wishes to disclose the information so that it can be investigated; and
4. The Individual wishes the disclosure to be protected.

Safeguards

i. Confidentiality

The Company will treat all protected disclosures as confidentially and sensitively as possible.

In accordance with the Law, the person to whom the disclosure is made will use his/her best endeavours not to disclose information that might identify the Individual who made the protected disclosure unless:

- The Individual consents in writing to the disclosure of that information; or
- It is reasonably believed that disclosure of identifying information is essential to the effective investigation of the allegations in the protected disclosure, or it is essential to prevent serious risk to public health or public safety or the environment, or it is essential having regard to the principles of natural justice.

ii. Anonymous Allegations

Individuals may make their disclosure on an anonymous basis, although this may place certain limitations on an investigation if further clarification or information is required. The Company will use its best endeavours not to identify any Individuals who make a protected disclosure under their name, as set out in (i) above.

Anonymous allegations/protected disclosures will be considered, but the scope of the investigation will be at the discretion of the Company taking into account:

- The seriousness of the issues raised;
- The credibility of the concern; and
- The likelihood of being able to verify or confirm the information from credible alternative sources.

iii. Untrue Allegations

In making a protected disclosure, Individuals should be careful to ensure the truth and accuracy of the information they are providing. If an Individual makes a disclosure in good faith, but their belief, based on reasonable grounds, that the information is true is mistaken or is not confirmed by subsequent investigation, no action will be taken against that Individual.

If, however, an Individual makes malicious or serious allegations or disclosure, without the necessary belief *on reasonable grounds* that the information they are disclosing is true or likely to be true, it is possible that action (including disciplinary action (if the Individual is an employee) or civil or criminal proceedings) may be taken against that Individual.

iv. Statutory protections

In addition to the above safeguards, there are statutory protections for Individuals making disclosures of serious wrongdoing under the Law, including:

- a) The ability to raise a personal grievance under the prevailing employment relations legislation if the Individual is an employee and has suffered retaliatory action as a result of the protected disclosure;
- b) The ability to access the victimisation provisions of the prevailing human rights legislation where an Individual is treated less favourably or is threatened to be treated less favourably than other people in the same or substantially similar circumstances as a result of a protected disclosure; and
- c) Immunity from civil, criminal and disciplinary proceedings as a result of the protected disclosure.

Procedures for Making a Complaint

The disclosure of serious wrongdoing must be reported as soon as practicable after the Individual obtains any information relating to serious wrongdoing.

The disclosure should be made to:

- A Senior Manager within the Company;
- The EAP Services Whistleblower Hotline, on 0800 327 669 from NZ or 1800 726 474 from Australia; or
- Any other person that has delegated authority by the Company to receive and investigate protected disclosures from time to time.

If the EAP Services Whistleblower Hotline has been used, EAP will present the information to a Senior Manager of the Company or other delegated investigator, as appropriate.

Investigation Procedure

Upon receipt of the disclosure, it is the Senior Manager or delegated investigator's responsibility to resolve the matter. They will endeavour to do so as sensitively, confidentially, impartially, and promptly as they can.

The Senior Manager or delegated investigator:

- a) Will acknowledge receipt of the disclosure in writing (unless anonymous);
- b) Will assess whether any serious wrongdoing as defined by the Law is in fact alleged;
- c) May ask the Individual to provide a written statement recording the disclosure (unless anonymous);
- d) Take whatever action he/she deems appropriate to investigate and resolve the allegations; and
- e) Report in writing to the Individual who made the disclosure what action he/she has taken or recommends be taken, **within 20 working days** after the date on which the disclosure was made (unless anonymous).

Due to the varied nature of the protected disclosures that could be received by the Company, and the different types of action that may be appropriate, the action taken by the Senior Manager or delegated investigator may vary. It may include actions such as:

- a) Setting up an internal investigation (such as an internal audit);
- b) Setting up an independent enquiry; or
- c) Referring the matter to a public sector organisation (such as the police).

While it is not possible to lay down precise timeframes for such investigations, or guidelines for what processes should be put in place, the Senior Manager or delegated investigator will endeavour to ensure that the investigations are undertaken as quickly as possible without affecting the quality and depth of those investigations.

Who Else Can Help?

The Individual can make the disclosure to the Company's CEO if the Individual believes on reasonable grounds that the Senior Manager or person with delegated authority is or may be involved in the serious wrongdoing or has a relationship or association with the person who may be involved in the serious wrongdoing.

The Individual can make the disclosure to an Appropriate Authority (as defined within this policy) if there has been no action or recommended action within 20 working days of the disclosure being made, if there is urgency, or if the Individual believes that the CEO is or may be involved in the serious wrongdoing.

The Individual may make a disclosure to an Ombudsman or to any Minister of the Crown if the Individual:

- a) Has already made substantially the same disclosure to a Senior Manager or the CEO or an Appropriate Authority; and
- b) Believes on reasonable grounds that the person or Appropriate Authority to whom the disclosure has been made:
 - i. decided not to investigate the matter; or
 - ii. has made no progress on the matter within a reasonable time; or
 - iii. has not taken any action or recommended taking action; and
- c) Continues to believe on reasonable grounds the disclosure is likely to be true.

The Company will co-operate with any investigations of serious wrongdoing undertaken by an Appropriate Authority, Minister of the Crown or an Ombudsman.