

Whistleblower policy

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1. Introduction

This Policy sets out the “Whistleblower” process for raising concerns about actual, suspected or anticipated Wrongdoing (as defined in this Policy) within the Vector Group.

Vector is committed to complying with the laws and practices that protect the rights of people who raise concerns about Wrongdoing in or by Vector, including in New Zealand, the *Protected Disclosures (Protection of Whistleblowers) Act 2022*, and in Australia, the *Treasury Laws Amendment (Enhancing Whistleblowers Protections) Act 2019 (Cth)*, the *Corporations Act 2001 (Cth)*, and the *Taxation Administration Act 1953 (Cth)*.

2. Purpose

The purpose of the Policy is to:

- make Vector Persons (as defined in section 3 below) feel confident about raising concerns regarding actual, suspected or anticipated Wrongdoing and Serious Wrongdoing within Vector and its subsidiaries;
- facilitate the disclosure and investigation of Wrongdoing and Serious Wrongdoing, including to provide a process for Vector Persons and former Vector employees to raise any concerns and receive feedback on any actions taken as a result of their concerns; and
- reinforce the implementation of Vector’s values and the Code of Conduct and Ethics by encouraging and ensuring Vector Persons can disclose Wrongdoing and Serious Wrongdoing safely, securely and with confidence that they will be protected and supported from possible reprisals or victimisation if their allegation is made in good faith or on reasonable grounds (as applicable) (and to provide for those protections).

3. Scope

This Policy applies to Vector Group companies and all directors and employees of a Vector Group company, and any individual who contracts, consults, is seconded to or works as a volunteer for a Vector New Zealand Group company (“**Vector Persons**”). Vector Persons also includes people that work for Vector’s contractors, consultants and suppliers in relation to Vector.

There are also special and different provisions that apply to disclosures of Wrongdoing and Serious Wrongdoing within and to the Vector New Zealand Group companies (“**VNZGCs**”), and to Disclosable Matters (as defined below) in the Vector Australia Group companies (“**VAGCs**”)¹.

Where there is a difference between VNZGCs and VAGCs, the position for VAGCs is set out in a shaded box.

¹ Vector Energy Solutions (Australia) Pty Ltd.

For Vector Australian Group companies only, an “Eligible Whistleblower” is a “Vector Person” and in Australia a “Vector Person” also includes a former officer, Former Employee or an Associated Person.

A “Former Employee” means any individual who was previously employed by, or seconded or contracted to a VAGC, or who was involved in the management of that company (including a director), or who worked for it as a volunteer.

An “Associated Person” means:

- (a) a current or former:
- individual who supplies services or goods to a VAGC (whether paid or unpaid);
 - employee of a person that supplies services or goods to a VAGC (whether paid or unpaid);
 - individual who is an associate of a VAGC;
- (b) a relative, dependant or spouse of an individual referred to in any of the paragraphs above.

Annex A to the Policy applies specifically and only to disclosures of Serious Wrongdoing (as defined in Annex A) to and in respect of the New Zealand Vector Group companies. It applies to Vector Persons and Former Employees (as defined in Annex A) who wish to make such disclosures.

4. Reporting concerns of wrongdoing

Each Vector Person must use good judgment to enhance trust, respect and Vector’s reputation, including taking action to prevent the occurrence of Wrongdoing within the business.

To the extent that any Vector Person (and in some cases, any Former Employee) becomes aware of any Wrongdoing that they wish to report to Vector to be investigated they should follow the process set out in this Policy.

Wrongdoing – New Zealand

For Vector New Zealand Group companies, “Wrongdoing” includes:

- any unethical or inappropriate behaviour (including but not limited to physical, verbal or sexual harassment, workplace bullying, discrimination, manipulation, falsification or breaching Vector’s Code of Conduct and Ethics);
- fraudulent or any other illegal behaviour;
- corrupt conduct;
- unsafe work practices;
- conduct involving substantial or serious risk to public health or safety;
- conduct involving substantial or serious risk to the environment;
- a substantial mismanagement of Vector or the Group’s resources;

- any other conduct that could cause loss to the Vector Group or become detrimental to the Vector Group; or
- any Serious Wrongdoing as defined in Annex A.

Wrongdoing (also known as Disclosable Matters) – Australia

For VAGCs only (which include related bodies corporate), “Wrongdoings” are where a Vector Person has reasonable grounds to suspect that the information concerns:

- (a) misconduct, or an improper state of affairs or circumstances in relation to VAGC;
- (b) conduct of VAGC or its officers or employees that constitutes an offence against, or a contravention of, a provision of any of the following:
 - (i) the *Corporations Act 2001* (Cth);
 - (ii) the *Australian Securities and Investments Commission Act 2001*;
 - (iii) the *Banking Act 1959*;
 - (iv) the *Financial Sector (Collection of Data) Act 2001*;
 - (v) the *Insurance Act 1973*;
 - (vi) the *Life Insurance Act 1995*;
 - (vii) the *National Consumer Credit Protection Act 2009*;
 - (viii) the *Superannuation Industry (Supervision) Act 1993*;
 - (ix) an instrument made under an Act referred to in any of subparagraphs (i) to (viii) above;
 - (x) constitutes an offence against any other law of the Commonwealth of Australia that is punishable by imprisonment for a period of 12 months or more;
 - (xi) represents a danger to the public or the financial system; or
 - (xii) otherwise is prescribed by applicable regulations

“Wrongdoing” does not include personal work-related grievances (i.e. a grievance about any matter in relation to the Vector Person’s employment, or former employment, having or tending to have implications for the Vector Person personally), unless that grievance:

- (a) has significant implications for VAGC or another regulated entity that concerns the Vector Person making the disclosure; or
- (b) concerns conduct, or alleged conduct, described at (b) above; or
- (c) concerns a detriment caused to the Vector Person as a result of the disclosure or a threat made to the Vector Person of a detriment;
- (d) relates to the Vector Person seeking legal advice or legal representation about the operation of whistleblower protections.

For example, VAGC fraud or acceptance of bribes is likely to be Wrongdoing but interpersonal conflict with a colleague is not likely to be Wrongdoing.

Disclosures that are not about Wrongdoing as defined above do not qualify for protection under the Corporations Act, Australian Treasury Laws Amendment (Enhancing Whistleblowers Protections) Act or the Tax Administration Act (as applicable). If the matter you wish to report is a personal work-related grievance that does not fall into the above exceptions, you should not follow the process for reporting outlined in this Policy.

If you have any doubt as to whether a matter constitutes 'Wrongdoing', you are encouraged to follow the reporting process outlined below.

Reporting Process

In order to qualify for the protection as a whistleblower under this Policy and/or the relevant legislation in New Zealand or Australia, you must make the disclosure to a recipient referred to below and follow the reporting process detailed below.

If you want to make a disclosure about a Wrongdoing, you can report it to any of the following Vector staff in person, by phone, post or email:

- Chief Legal & Assurance Officer
- Group Chief Executive; or
- Chair.

If you are not comfortable reporting allegations of Wrongdoing to any of the above individuals, you can call our dedicated whistleblowing number on 0800 100 525 (from New Zealand) or 1800 500 965 (from Australia). If you do that:

- Calls to these numbers are managed by KPMG FairCall on behalf of Vector.
- KPMG FairCall is anonymous and is made available in order to protect the identity of people who report concerns. You will not be asked to reveal your identity unless you choose to do so. Calls will be treated confidentially and may be made at any time.
- The KPMG FairCall representative who takes your call will ask you a number of questions to help fully understand the concern you are reporting and then prepare an anonymous report of the call (unless you chose to provide your identity).
- This report will be provided to the Chief Legal & Assurance Officer or it will be redirected in line with a process agreed with the Risk & Assurance Committee and this Policy.

If you are not comfortable reporting allegations of Wrongdoing via phone, you can complete the form using the dedicated webpage <https://www.kpmgfaircall.kpmg.com.au/vector> or by post

KPMG FairCall Manager
KPMG Forensic
PO Box H67
Australia Square
Sydney NSW 1213

For VAGC's only, "Eligible Recipients" of a disclosure of "Wrongdoing" also include the following persons:

- (a) an officer or senior manager of a VAGC or a related body corporate;
- (b) an internal or external auditor including a member of an audit team conducting an audit) or actuary of a VAGC or a related body corporate; or
- (c) the Australian Investments and Securities Commission (**ASIC**), the Australian Prudential Regulation Authority (**APRA**), or any other prescribed Commonwealth authority.

In addition, information relating to a "Wrongdoing" may be made to a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the whistleblowing regime.

In certain prescribed circumstances, a "Public Interest Disclosure" or an "Emergency Disclosure" of a "Wrongdoing" may also be made to a journalist or a parliamentarian. Given the criteria required (and consequences of a failure to comply with these criteria) can be complex to navigate, Vector recommends a Vector Person seeks independent legal advice before making a "Public Interest Disclosure" or an "Emergency Disclosure".

A disclosure of information qualifies for protection as a "Public Interest Disclosure" where:

- (a) at least 90 days have passed since the Vector Person made the disclosure to ASIC, APRA or another Commonwealth body prescribed by regulation;
- (b) the Vector Person does not have reasonable grounds to believe that action is being, or has been taken, in relation to their disclosure;
- (c) the Vector Person has reasonable grounds to believe that making a further disclosure of the information is in the public interest; and
- (d) before making the public interest disclosure, the Vector Person has given written notice to the body to which the previous disclosure was made that:
 - (i) includes sufficient information to identify the previous disclosure; and
 - (ii) states that the Vector Person intends to make a public interest disclosure.

A disclosure of information qualifies for protection as an "Emergency Disclosure" where:

- (a) the Vector Person has previously made a disclosure of the information to ASIC, APRA or another Commonwealth body prescribed by regulation;
- (b) the Vector Person has reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of one or more persons or to the natural environment;
- (c) before making the emergency disclosure, the Vector Person has given written notice to the body to which the previous disclosure was made that:
 - (i) includes sufficient information to identify the previous disclosure; and
 - (ii) states that the Vector Person intends to make an emergency disclosure;
- (d) the extent of the information disclosed in the emergency disclosure is no greater than is necessary to inform the journalist or parliamentarian of the substantial and imminent danger.

5. Information to provide in support of a disclosure

When you are reporting Wrongdoing you will need to disclose the information that you honestly believe shows what you are alleging has occurred.

Information that is helpful to provide as part of your report of any Wrongdoing:

- nature of the wrongdoing;
- any background to the wrongdoing including dates and history of the issue;
- why you believe the allegation of wrongdoing is true (relying on facts rather than speculation if possible); and
- any supporting information you may have.

Be aware that the earlier you report a concern, the easier it may be to take action.

6. Anonymity and confidentiality

You have the right to report an allegation of Wrongdoing anonymously and to remain anonymous over the course of an investigation and after the investigation is finalised.

Vector is committed to protecting Vector Persons in making genuine disclosures and all reasonable efforts will be made to ensure that information that identifies you will be kept confidential.

Vector Persons (and where applicable, Former Employees) wishing to report Wrongdoing should be aware that it will be more difficult to investigate and take action in relation to Wrongdoing that is reported anonymously. Vector encourages individuals to put their name to concerns which they raise in case additional information is required as any investigation progresses. In these circumstances, you will be given support, if required.

Where you choose not to identify yourself, and it is not possible to keep your identity confidential (for the reasons set out below) Vector will consult with you about that in the first instance, and explain to you the reasons why.

Vector Persons (and where applicable, Former Employees) who make a disclosure about Wrongdoing, must at all times keep the information disclosed confidential between themselves and the person to whom they have disclosed the information.

All Vector Persons have a duty to cooperate, as required, in the investigation of reports of any potential discrimination, retaliation, threats or harassment resulting from the reporting or investigation of any Wrongdoing.

Anonymity and Confidentiality – New Zealand

In New Zealand, when disclosing Wrongdoing, your identity will not be kept confidential if one of the following applies:

- you consent to the disclosure;
- if the disclosure is essential to the effectiveness of the investigation of the allegations;
- if the disclosure is essential to prevent serious risk to public health or safety or the environment, or the health and safety of any individual;
- if the disclosure is essential to comply with the principles of natural justice; or
- if the disclosure is essential to an investigation by a law enforcement or regulatory agency for the purpose of law enforcement.

Anonymity cannot be guaranteed in some other limited circumstances (i.e. where Court Orders are required).

Any information you disclose will be treated confidentially and only shared to the extent necessary to allow the person to whom the disclosure was made or the Group Chief Executive or Chair, or their nominee (as applicable), to conduct a fair and thorough investigation, and to take any necessary action.

Anonymity and Confidentiality – Australia

For VAGCs only, the requirements for your identity to be kept confidential are more strict and disclosure outside of the exceptions listed below is unlawful.

No person can disclose the identity of the Vector Person who disclosed Wrongdoing or of information that is likely to lead to the identification of the Vector Person who disclosed Wrongdoing, except where a recipient of the information discloses the identity:

- (a) to ASIC, APRA, or a member of the Australian Federal Police;
- (b) to a legal practitioner (for the purposes of obtaining legal advice or legal representation about the whistleblower regime);
- (c) to a person or body prescribed by regulations; or
- (d) with the consent of the discloser.

ASIC, APRA or the AFP can disclose the identity of a discloser, or information that is likely to lead to the identification of the discloser, to a Commonwealth, State or Territory authority to help the authority in the performance of its functions or duties.

A person can disclose the information contained in a disclosure with or without the consent of the Vector Person who disclosed the Wrongdoing if:

- (a) the information does not include the Vector Person's identity;
- (b) the VAGC has taken all reasonable steps to reduce the risk that the Vector Person who disclosed Wrongdoing will be identified from the information; and
- (c) it is reasonably necessary for investigating the issues raised in the disclosure.

7. Investigation process

All disclosures of Wrongdoing will be treated seriously and addressed promptly, confidentially, and discretely as far as is reasonably possible, taking into account the provisions of this Policy.

Investigation processes will vary depending on the nature of the conduct reported.

Within 20 working days of receipt of the disclosure, Vector will examine the allegations of Wrongdoing and decide whether an investigation is warranted (and, in the case of allegations of Serious Wrongdoing, whether they would (if established) meet the definition of Serious Wrongdoing in the Policy).

The disclosure and the evidence provided by the person making the disclosure will be considered in an unbiased and fair manner. Generally, an investigation will be warranted unless the allegation is considered to be frivolous or vexatious.

Where practicable, within 20 working days, the person to whom the disclosure was made, or the Chief Executive Officer (as applicable), will report back to you to advise the outcome of their examination and their decision whether or not to investigate the matter.

Where it is impracticable to complete these actions within 20 working days, the person to whom the disclosure was made, or the Chief Executive Officer (as applicable), will report back to you to advise how long they expect it will take to deal with the matter, and update you on progress to date.

If you make the disclosure of Wrongdoing anonymously and you do not provide for a method of contact, Vector may not be able to continue with an investigation or report back to you on the outcome of a disclosure if you are not contactable.

If warranted, an investigation will be undertaken by the Group Chief Executive (or Chair, where applicable), or their nominee, as soon as practicable.

If an allegation of Wrongdoing is made in good faith or on reasonable grounds (as applicable), by a Vector Person but is not confirmed by the investigation, no action will be taken against the Vector Person.

Prompt and appropriate corrective action will be taken as determined by the investigator (i.e. the Group Chief Executive, the Chair, or their nominee).

Those accused of the Wrongdoing will have the right to answer the allegation as and when required by the principles of natural justice and procedural fairness.

If you made the allegation of Wrongdoing, you will also have the right to be heard during the investigation and to be kept informed of regular progress as appropriate (if you are contactable). The frequency and timeframe for these regular updates will vary depending on the nature of the allegation. Vector will also have regard to confidentiality considerations when providing updates. There may be circumstances where it may not be appropriate to provide details of the outcome to the discloser.

8. Fair and reasonable treatment

In order to ensure that employees who are mentioned in a disclosure of Wrongdoing are treated fairly and reasonably, Vector will (where applicable):

- (a) to the extent reasonably practicable, ensure that any disclosures are handled confidentially by being stored safely and securely;
- (b) ensure that all persons involved in handling and investigating a disclosure are reminded of confidentiality of the process;
- (c) ensure the disclosure and the evidence provided by the person making the disclosure will be considered in an unbiased and fair manner;
- (d) conduct an investigation unless the allegation is considered to be frivolous or vexatious, or Vector otherwise reasonably considers that an investigation is not appropriate;
- (e) ensure those accused will have the right to answer the allegation as and when required by the principles of natural justice and procedural fairness; and
- (f) ensure a person who is the subject of a disclosure may access Vector's external Whistleblower provider.

9. Non-Retaliation

It is in Vector's best interests that Vector Persons (and, where applicable, Former Employees) report Wrongdoings. Vector will not tolerate any behaviour that discourages someone from reporting Wrongdoing, or is seen as retaliation (or a threat of retaliation) to a reported Wrongdoing.

You will not be subject to any detrimental conduct (or threats of the same) including but not limited to disciplinary proceedings or any other action causing a detriment or disadvantage, or any less favourable treatment, on the grounds that you have reported, or intend to report, or are suspected to intend to report, a Wrongdoing in good faith or on reasonable grounds.

If you provide, or intend to provide, information in support of, or related to, a disclosure of Wrongdoing made by another Vector Person or Former Employee, in good faith, you will not be subject to any less favourable treatment (or any threats of the same).

For the purposes of Vector Australian Group companies only, there is no requirement that a whistleblowing report be made in good faith or without malice. Rather, it is sufficient that the Whistleblower has objectively reasonable grounds to suspect the Wrongdoing. If any investigation of a disclosure finds that a disclosure was not made on objectively reasonable grounds, it will not be protected.

For Vector Australian Group companies only, if a disclosure of a Wrongdoing is made in accordance with this Policy:

- you will not be subjected to conduct that causes a detriment to you or another person (or threatens to cause a detriment) because someone believes or suspects that you or another person has made, may have made, proposes to make, or could make a disclosure of Wrongdoing;
- you will not be subject to any civil, criminal or administrative liability (including disciplinary action) for making the disclosure;
- no contractual or other remedy may be enforced, and no contractual or other right may be exercised, against you for making the disclosure;
- in certain circumstances, the information may not be admissible in evidence against you in criminal proceedings or in proceedings for the imposition of a penalty, other than proceedings in respect of the falsity of the information; and
- in certain circumstances you will be entitled to compensation or another remedy if you suffer loss, damage or injury because you made a disclosure of Wrongdoing or the VAGC failed to take reasonable precautions and exercise due diligence to prevent detrimental conduct.

It is important to note that reasonable administrative action for the purpose of protecting you (for example, moving a discloser for safety reasons) or a management action unrelated to your disclosure (for example, managing poor performance) are not detrimental conduct.

10. False allegations

Allegations of Wrongdoing should be made in good faith and not be vexatious or frivolous or without good reason.

Spurious, malicious or deliberately false allegations will not be protected under this Policy may amount to serious misconduct and may result in disciplinary action, up to and including dismissal.

For the purposes of Vector Australian Group companies only, there is no requirement that a whistleblowing complaint be made in good faith or without malice. Rather, it is sufficient that the Whistleblower has objectively reasonable grounds to suspect the Wrongdoing. If any investigation of a disclosure finds that a disclosure was not made on objectively reasonable grounds, it will not be protected.

11. Policy availability

This Policy will be available to Vector Persons via the Intranet.

This Policy is not a term of any contract, including any contract of employment and does not impose any contractual duties, implied or otherwise, on Vector. This Policy may be varied by Vector from time to time, including as part of any review.

September 2022 (with scope clarification Jan 2024)

Annex A: Vector New Zealand

APPLICATION TO VECTOR NEW ZEALAND GROUP COMPANIES

1. Scope

This Annex A applies to all Vector Persons and Former Employees of Vector New Zealand Group Companies (**VNZ**) who disclose to VNZ allegations of Serious Wrongdoing (as defined below) within VNZ, so that those allegations can be investigated in accordance with this Policy.

2. Legislation

The *Protected Disclosures (Protection of Whistleblowers) Act 2022* provides special protections for Vector Persons and Former Employees (as defined below) who disclose allegations of Serious Wrongdoing to VNZ, where they wish for that Serious Wrongdoing to be investigated by VNZ.

3. Serious wrongdoing

Where you are a Vector Person, or Former Employee and make a good faith disclosure of Serious Wrongdoing that you believe on reasonable grounds to be true, and you want it investigated by VNZ, then it will be investigated in accordance with this Policy, and you will receive the protections described below.

If you provide information to VNZ (or an “Appropriate Authority”, as discussed below) in support of, or relating to, a disclosure of Serious Wrongdoing made by another Vector Person or Former Employee, you will also receive the protections below.

‘Serious Wrongdoing’ is Wrongdoing that amounts to:

- Conduct that seriously risks public health, public safety, the environment, or the health or safety of any individual;
- Conduct that seriously risks the maintenance of the law, including the right to a fair trial, and the prevention, investigation and detection of offences.
- An offence.
- An unlawful, corrupt or irregular use of public funds or public resources.

Not all Wrongdoing is Serious Wrongdoing, and issues like general dissatisfaction with management and leadership of Vector or the way it is run, or minor infringements will unlikely be covered by the definition of Serious Wrongdoing.

4. Eligible whistleblower

To be eligible to disclose Serious Wrongdoing to Vector and receive the protections below, you must be a Vector Person (as defined in the Policy), or a Former Employee.

A “Former Employee” means any individual who was previously employed by, or seconded or contracted to a Vector New Zealand Group Company, or who was involved in the management of that company (including a director), or who worked for it as a volunteer.

5. Disclosure process

The procedure for making your disclosure of Serious Wrongdoing, including the person to whom to make that disclosure, is outlined in section 4 of the Policy.

You may also make your disclosure an Appropriate Authority, which includes

- the head of any public sector organisation;
- any officer of Parliament;
- the Ombudsman;
- the examples of Appropriate Authorities set out in Schedule 2 of the Protected Disclosures (Protection of Whistleblowers) Act 2022; and
- the membership body of a particular profession, trade, or calling with the power to discipline its members.

In some circumstances, VNZ may consider it appropriate to refer your disclosure to an Appropriate Authority. Before doing so, it will consult with you.

If you believe on reasonable grounds that VNZ has not dealt with the disclosure properly, then you may make a protected disclosure to a Government Minister.

If you require further information, support or guidance about a disclosure of Serious Wrongdoing, you may contact the Ombudsman.

The Ombudsman’s contact details are info@ombudsman.parliament.nz and you can obtain more information if you visit the Office of the Ombudsman website (www.ombudsman.parliament.nz).

6. Protections available

When you make (or intend to make) a disclosure of Serious Wrongdoing, or provide (or intend to provide) information in support of, or relating to, a disclosure of Serious Wrongdoing made by another Vector Person or Former Employee, you will be entitled to the protections set out in sections 6 and 10 of this Policy, provided that you substantially comply with the procedures set out in this Policy or the Protected Disclosure (Protection of Whistleblowers) Act 2022.

You may also make the disclosure to another person (other than as provided for by this Policy or the Act), and still be entitled to the protections set out in sections 6 and 10 of this Policy, as long as you do so on a confidential basis and only for the purposes of seeking advice about whether or how to make a protected disclosure.

You will also not be liable to any civil, criminal or disciplinary proceedings for making a disclosure of Serious Wrongdoing, provided you believe on reasonable grounds that the information is likely to be true.

Note, however, that if you know the allegations are false, you act in bad faith, these protections will not be available to you.