

# Whistleblower Policy

**Harmony Corp Limited (NZCN 5177041) (ARBN 645 036 595) and all related entities in the Harmony Group (“Group”)**

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# Whistleblower Policy

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# Whistleblower Policy

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## 1 Introduction

Harmoney Limited (“**Company**”) and its related bodies corporate (collectively “**the Group**”) are committed to the highest standards of conduct and ethical behaviour.

The standards of conduct and behaviour expected by the Group are outlined in the Group’s Code of Conduct statement (“**Code of Conduct**”) available at [harmoney.co.nz/investor](http://harmoney.co.nz/investor) and other policies adopted by the Group which have been developed to ensure that the Group observes the highest standards of fair dealing, honesty and integrity in its business activities.

This whistleblower policy (“**Policy**”) supports the Code of Conduct and is designed to promote and reinforce the Group’s culture of honest and ethical behaviour.

The purpose of this Policy is to provide a mechanism which encourages concerns to be raised about misconduct, malpractice, irregularities or any other behaviour which is corrupt, illegal or inconsistent with any of the Group’s values or policies (including the Code of Conduct), without the person raising the concern being subject to detrimental treatment.

This Policy outlines the process for individuals to raise concerns about Reportable Conduct (as defined below) and the protections that are available for individuals who make these reports.

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## 2 Who does this Policy apply to?

This Policy applies to an individual who is (or has been):

- an employee or officer of an entity in the Group; or
- a supplier of services or goods (whether paid or unpaid) to an entity in the Group including an individual who is or has been employed by such a supplier.

A disclosure made by a relative, spouse or dependant of an individual identified above will also be handled in accordance with this Policy and the protections in this Policy will apply to such individuals.

An individual covered by this paragraph is described as an “**Eligible Whistleblower**” in this Policy.

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## 3 Matters that should be reported

### 3.1 Reportable Conduct

It is not possible to provide an exhaustive list of the activities that should be reported for the purposes of this Policy (“**Reportable Conduct**”).

However, by way of general guidance, Reportable Conduct includes any conduct of any entity in the Group or any employee or officer of an entity in the Group, which an Eligible Whistleblower has reasonable grounds to suspect is:

- (a) misconduct or an improper state of affairs (for these purposes misconduct includes fraud, negligence, default, breach of trust and breach of duty) in relation to an entity in the Group;

- (b) dishonest, corrupt or illegal (including theft, drug sales/use, violence or threatened violence and criminal damage against property);
- (c) misleading or deceptive conduct (including practices or representations which amount to improper or misleading accounting or financial reporting practices);
- (d) an offence under Commonwealth or State laws which is punishable by imprisonment for a period of 12 months or more;
- (e) a contravention of Commonwealth or State laws including (without limitation) the *Corporations Act 2001* (Cth), any laws administered by the Australian Securities and Investments Commission (“ASIC”) or the Australian Prudential Regulation Authority (“APRA”), the *Competition and Consumer Act 2010* (Cth), the *Income Tax Assessment Act 1936* (Cth) or the *Privacy Act 1988* (Cth), anti-bribery or anti-money laundering laws;
- (f) unethical behaviour (either representing a breach of the Code of Conduct or generally);
- (g) an unsafe work practice which presents a serious health and safety risk;
- (h) a danger to the public or the financial system; or
- (i) likely to cause financial or non-financial loss to any entity in the Group or that is otherwise detrimental to the interests of any entity in the Group.

Reportable Conduct also includes conduct of the nature outlined above engaged in by a person outside of the Group but who has a business connection with the Group (eg a supplier, contractor or other business partner) where the conduct could have legal implications for the Group or materially impact the reputation of the Group.

### 3.2 Personal work related grievances

Personal work related grievances are not generally considered Reportable Conduct under this Policy and should be reported through the other mechanisms the Group has established to receive these complaints (see below). Personal work related grievances are issues or concerns which have, or tend to have, implications for the discloser personally. Examples include:

- an interpersonal conflict between the discloser and another employee;
- a decision relating to the engagement, transfer or promotion of the discloser;
- a decision relating to the terms and conditions of engagement of the discloser; and
- a decision to suspend or terminate the engagement of the discloser, or otherwise to discipline the discloser.

These types of complaints should be raised with the human resources department.

There may be some instances where a personal work related grievance also has significant implications for an entity in the Group. When this is determined to be the case by the WPO, your report will be considered to be Reportable Conduct and handled in accordance with this Policy.

Further, any complaint of alleged detriment or victimisation against a person in contravention of this Policy or the statutory protections outlined in section 8 below should be made under this Policy and will be considered to be Reportable Conduct and addressed in accordance with this Policy.

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## **4 Resources and protections**

### **4.1 Protections for Eligible Whistleblowers**

The Group is committed to ensuring that an Eligible Whistleblower making a report in accordance with this Policy (“**Whistleblower Report**”) will not suffer detrimental treatment or be disadvantaged as a result of making that report, even if the report is subsequently determined to be incorrect or is not substantiated provided there were reasonable grounds for making the report.

All reasonable steps will be taken by the Group to ensure that an Eligible Whistleblower who makes a Whistleblower Report (“**Reporting Person**”) does not suffer detrimental treatment and is not subject to any form of victimisation because they have made a report in accordance with this Policy.

Detrimental treatment includes dismissal, injury, demotion, discrimination, harassment, intimidation, disciplinary action, bias, threats or other unfavourable treatment because the Reporting Person made a Whistleblower Report.

A person who subjects a Reporting Person to detrimental treatment because they have made a Whistleblower Report will be in breach of this Policy and will be dealt with under the Group’s disciplinary procedures. This is a serious matter which may expose the person to civil and criminal sanctions under the legislation.

### **4.2 Whistleblower Protection Officer**

The Group has appointed a Whistleblower Protection Officer (“**WPO**”) or officers who will safeguard the interests of Reporting Persons, will ensure the integrity of the reporting mechanism and seek to protect Reporting Persons from detrimental treatment.

In respect of this Policy, the WPO has a direct reporting line to the Managing Director/Chief Executive Officer (“**MD/CEO**”) and the Audit and Risk Committee. The WPO also has access to independent advisers as and when required.

The current WPO is David Stevens who can be contacted on +64 (0) 275 331 919 or +61 (0) 412 331 919 or by email at [david.stevens@harmoney.co.nz](mailto:david.stevens@harmoney.co.nz).

### **4.3 Support for Eligible Whistleblowers**

The Group is committed to providing appropriate support to Reporting Persons. The nature of the support that may be offered will depend on the nature of the Reportable Conduct reported and the personal circumstances of the Reporting Person.

However, examples of the support provided for Reporting Persons include:

- appointment of a WPO who is responsible for ensuring Whistleblower Reports are handled in accordance with the mechanisms in this Policy which are designed to safeguard Reporting Persons;
- a fair and objective investigation process in accordance with section 6.2 below;

- supporting anonymous Whistleblower Reports;
- handling Whistleblower Reports on a confidential basis in accordance with section 7 below;
- access to the Group's Employee Assistance Program; and
- support from human resources where reasonably required by a Reporting Person.

If you have any further questions about the support available, you should contact the WPO.

#### **4.4 Statutory Protection**

Both the *Corporations Act 2001* (Cth) ("**Corporations Act**") and the *Taxation Administration Act 1953* (Cth) ("**Taxation Administration Act**") provide special protections for Eligible Whistleblowers in respect of disclosures which qualify for protection under each Act. These protections are outlined in section 8 below. The Group is committed to ensuring these legislative protections are complied with.

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## **5 Making a report**

### **5.1 Who to make a report to?**

There are several channels for making a Whistleblower Report which are outlined below.

### **5.2 WPO**

To ensure appropriate escalation and investigation, Whistleblower Reports should be made to the WPO as the WPO is responsible for administering this Policy and is best placed to handle Whistleblower Reports in accordance with this Policy.

The WPO will review all Whistleblower Reports to determine the appropriate action to be taken including whether the Whistleblower Report should be subject to investigation under this Policy. Whistleblower Reports which require further investigation will be directed to the Whistleblower Investigations Officer ("**WIO**") for further investigation.

### **5.3 Senior Managers**

A Reporting Person may also make a report to any officer or senior manager of an entity in the Group. The senior managers designated for receiving reports include:

- (a) the Company's Chief Risk Officer;
- (b) the Chief Executive Officer; and
- (c) the Head of Human Resources.

An officer or senior manager who receives a Whistleblower Report will provide details of the report to the WPO so the report may be handled by the WPO in accordance with this Policy. By making a Whistleblower Report to an officer or senior manager, a Reporting Person will be taken to consent to the details of the

report (including their identity, unless they elect to remain anonymous) being provided to the WPO and handled in accordance with this Policy.

#### **5.4 Reports concerning the MD/CEO, WPO/WIO**

A Whistleblower Report relating to the conduct of the MD/CEO should be directed to the Chief Risk Officer.

A Whistleblower Report relating to the WPO or WIO should be directed to one of the designated senior managers in section 5.3.

#### **5.5 Supporting documentation**

While the Group does not expect a Reporting Person to have absolute proof of Reportable Conduct, a report should show the reasons for their concerns and make full disclosure of the relevant details and supporting documentation.

#### **5.6 Anonymous reports**

A Reporting Person may elect to make a report anonymously. The Group will respect the Reporting Person's right to not identify themselves. However, electing to make a report anonymously may hinder the Group's ability to fully investigate the matter. While Reporting Persons can choose to make an anonymous report the Group encourages Reporting Persons to disclose their identity so their report can be fully investigated, and the Group can ensure the person is provided with the support and protections contemplated by this Policy.

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## **6 Investigating a report**

### **6.1 Whistleblower Investigations Officer**

Where the WPO determines a report should be subject to investigation, it will be referred to the WIO or an external investigator, as appropriate.

The current WIO is the General Counsel. In respect of this Policy, the WIO has a direct reporting line to the MD/CEO and the Audit and Risk Committee.

The WPO and WIO act independently of each other and the responsibilities of these roles do not reside with one person.

### **6.2 Process for investigating reports**

All investigations will be conducted in a thorough and fair manner. The investigator will be independent of the Reporting Person and other persons alleged to be involved in the Reportable Conduct.

In most instances, investigations will be conducted by the WIO. However, there may be occasions where external advisers are used to conduct investigations.

To avoid jeopardising an investigation, a Reporting Person is required to keep the fact that they have made a Whistleblower Report and the information contained in the report strictly confidential (subject to any legal requirements).

### **6.3 Fair treatment of employees**

The Group is committed to ensuring the fair treatment of any Group officer or employee who is mentioned in a disclosure made pursuant to this Policy by:

- maintaining the confidentiality of information contained in Whistleblower Reports in accordance with the requirements of this Policy;
- applying the investigation process in section 6.2 above; and
- providing access to human resources support as necessary.

#### **6.4 Investigations concerning the WPO/WIO**

In the event that a report involves either the WPO or WIO, any investigation will be undertaken by an external investigator in accordance with the principles, processes and requirements listed above.

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## **7 Confidentiality**

The Group is committed to ensuring that Whistleblower Reports are managed with appropriate confidentiality and in accordance with statutory confidentiality regimes (as outlined in section 8 below) where applicable.

Subject to compliance with any legal reporting requirements, when implementing any process under this Policy, the Group will:

- not disclose the identity of a Reporting Person other than in accordance with this Policy;
- ensure that information contained in a Whistleblower Report is only disclosed to the extent necessary to conduct an investigation or administer this Policy or where required for the purpose of obtaining legal advice; and
- take reasonable steps to reduce the risk that the Reporting Person will be identified as part of any process conducted under this Policy.

If a Reporting Person discloses their identity, the only people who will know their details will be the WIO and WPO and a restricted number of other people who have access to information recorded under this Policy as outlined in this section. All information received from a Reporting Person, as well as the fact that a Reporting Person has made a disclosure and any record produced as part of an investigation, is held securely. Access will be restricted to those persons required to access the records for the purpose of this Policy or as part of the Group's information technology processes necessary to administer its IT platform or any third party hosting these records. By making a report under this Policy a Reporting Person consents to their information being recorded and being accessible by these people including their identity (unless the Reporting Person elects to remain anonymous).

If a Reporting Person chooses to disclose their identity, their identity will not be disclosed to anyone else unless:

- an entity in the Group is legally obliged to disclose their identity;
- disclosure is necessary to prevent or lessen a threat to a person's health, safety or welfare; or
- the Reporting Person consents to the disclosure.

Other than in circumstances required by law, any unauthorised disclosure of information without consent of the Reporting Person will be a breach of this Policy and will be dealt with under the Group's disciplinary procedures. It may



also be an offence subject to penalties under the legislation addressed in section 8 below.

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## **8 Statutory Protections**

### **8.1 Overview**

The Corporations Act gives special protection to disclosures about certain types of Reportable Conduct which are made in accordance with the requirements of the Corporations Act.

This Policy is designed to comply with the requirements of the Corporations Act and to ensure that the protections available in the Corporations Act are afforded to Reporting Persons who make a disclosure which qualifies for protection under the Corporations Act.

### **8.2 Who is protected?**

The protections in the Corporations Act apply to an individual who is an Eligible Whistleblower or an associate of an entity in the Group (as defined in the Corporations Act) and makes a disclosure which qualifies for protection under the Corporations Act.

### **8.3 What kind of reports are protected?**

To be protected by the Corporations Act:

- (a) the individual must have reasonable grounds to suspect that the information they are reporting:
  - (i) concerns misconduct or an improper state of affairs relating to an entity in the Group;
  - (ii) constitutes an offence or contravention of certain nominated legislation; or
  - (iii) represents a danger to the public or the financial system.

This would include most cases of Reportable Conduct under this Policy;

and

- (b) the report is made to:
  - (i) ASIC;
  - (ii) APRA;
  - (iii) the auditor for an entity in the Group, or a member of an audit team conducting an audit of the entity;
  - (iv) a director, company secretary or senior manager of an entity in the Group;
  - (v) the WPO; or
  - (vi) a legal practitioner for the purpose of obtaining legal advice or representation in relation to the operation of the whistleblower protections in the Act.

The Corporations Act also provides protection for public interest disclosures and emergency disclosures which meet specific requirements prescribed by the Corporations Act.

#### **8.4 The protections available**

The protections available under the Corporations Act to an individual who meets the requirements above include:

- (a) the right to have their identity protected in accordance with the provisions of that legislation;
- (b) the right to have information provided as part of the disclosure handled in accordance with the provisions of that legislation;
- (c) the right to be protected from civil, criminal or administrative liability (including disciplinary action) for making the disclosure; from contractual or other remedies on the basis of the disclosure and from the admissibility of the information provided in evidence against the person, in each case in accordance with the provisions of that legislation;
- (d) the right to be protected from detrimental treatment or any form of victimisation in accordance with the provisions of that legislation;
- (e) the right to compensation and other remedies in accordance with the provisions of that legislation (including a right not to be required to pay costs incurred by another person when litigation is commenced); and
- (f) the right not to be required to disclose their identity before any court or tribunal in accordance with the provisions of that legislation.

If you have any further questions about these protections, you should contact the WPO.

#### **8.5 Protections available under the Taxation Administration Act**

The Taxation Administration Act also provides protection for disclosures of information which indicate misconduct or an improper state of affairs, in relation to the tax affairs of an entity or an associate of an entity where the discloser considers that the information may assist the eligible recipient to perform functions or duties in relation to the tax affairs of the entity or an associate.

Protection is provided for disclosures made to the Commissioner of Taxation or any person or agency specified in 8.3(b) above.

The protections available to an individual making a protected disclosure under the Taxation Administration Act are the same as those outlined above in section 8.4.

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## **9 Availability of this Policy**

This Policy is available to all officers and employees of the Group through the Company's website [harmoney.co.nz/investor](http://harmoney.co.nz/investor).

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## **10 Administration of this Policy**

### **10.1 Training**

Specialist training is mandatory for the employees responsible for key elements of the program. The compliance team is responsible for overseeing the development and delivery of effective training regarding the program.

### **10.2 Review of this Policy**

This Policy will be reviewed from time to time. This is so the Policy remains consistent with applicable standards and relevant legislative requirements as well as the changing nature of the Group.

**Owned by:** Company secretary

**Authorised by:** The Chairman

**Last updated:** On adoption